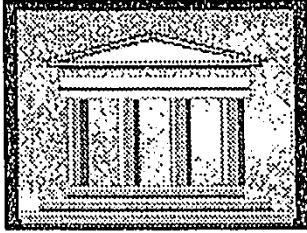


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Jack Malerba, EA, Inc.
8551 W. Sunrise Blvd., #102
Plantation, FL 33322-4007
954-424-0225 Fax 954-424-8003
taxman@mscfl.com

Enrolled to Practice before the Internal Revenue Service

July 24, 1997

Florida Department of State
Divisions of Corporations
P.O.B. 6327
Tallahassee, FL 32314

To whom it concerns:

I've enclosed the original and a copy of the Articles for Incorporation for Preferred Rehabilitation, Inc.
I've also enclosed a \$122.50 check payable to the Florida Department of State for filing fees.

Sincerely,

J. Malerba
John J. Malerba, EA
Incorporator

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-08/01/97--01067--013
****122.50 ****122.50

SECTION OF STATE
DIVISION OF CORPORATIONS
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MSC
8551 W. SUNRISE BLVD., STE 102
PLANTATION, FL 33322
PH. (954) 424-8004 FAX (954) 424-8003

Preferred Rehabilitation 6087

CITIBANK, F.S.B. 58
TAMARAC, FL 33321
63-8655-2660

PAY:

One Hundred Twenty Two and 50/100

DATE

7/31/97

AMOUNT

\$122.50

TO THE
ORDER
OF

Florida Dept. of State

[Signature]

8-4-97 WS

⑈006087⑈ ⑆266086554⑆ 3200200726⑈

⑆ Currently business certified. Details on front.

ARTICLES OF INCORPORATION FOR PREFERRED REHABILITATION, INC.

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation to form a profit corporation.

Article I - Name

The name of the corporation is **PREFERRED REHABILITATION, INC.**
2962 Harbour Landing Way, Casselberry, FL 32707-5847

Article II - Duration

The duration of the corporation is perpetual.

Article III - Purpose

The corporation shall engage in any activity or business permitted under the laws of the United States and of the laws of Florida.

Article V - Shares

The corporation has the authority to issue an aggregate one thousand common shares of capital stock at .01 par value.

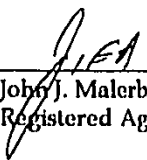
Article VI - Commence of Business

The corporation will commence once the corporation has issued at least one common share in exchange for one thousand dollars in cash, property, or services rendered.

Article VII - Registered Agent and Registered Office

The name of the corporation's first registered agent is John J. Malerba, EA, and his address is 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007.

As registered agent, I accept service of process for the above corporation at the place designated in these articles of incorporation. I accept this appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of registered agent for this corporation.


John J. Malerba, EA,
Registered Agent

STATE
DIVISION
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Article VIII - First Board of Directors

The name and address of the person who will serve as director until the first annual directors' and shareholders' meeting, or until his successor is elected and qualified, is Michael J. Burbridge, 2962 Harbour Landing Way, Casselberry, FL 32707-5847.

Article IX - Powers of the Directors

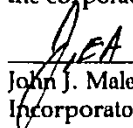
The Board of Directors shall make, alter, or repeal the Bylaws of the corporation without restrictions of their powers conferred by statute.

Article X - Directors' Liability

A director of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article XI - Name and Address of the Incorporator

John J. Malerba, EA, of 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007, is the incorporator for the corporation.



John J. Malerba, EA,
Incorporator

Article XII - End of the Incorporator's Powers

The powers of the incorporator will cease upon the filing of the Article of Incorporation.