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AU-11-97 12:14 From: AKERMAN, SENTERWITT & ELDSON

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: AKERMAN, SENTERWITT & ELDSON, P.A. (WPD)

ACCT#: 104075003305

CONTACT: SEAN F SMYTH

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: FRAMINGHAM SPEECH, LANGUAGE & REHABILITATION

AUDIT NUMBER.....H97000013109

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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*Sean:
Wendy is to
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Roger B. Baskin
re Ben.*
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**ARTICLES OF INCORPORATION
OF
FRAMINGHAM SPEECH, LANGUAGE & REHABILITATION CENTER, INC.**

ARTICLE I

Name

The name of the corporation is Framingham Speech, Language & Rehabilitation Center, Inc., and its principal business address is 12 McGarry Lane, West Palm Beach, Florida 33406.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Akerman, Senterfitt & Eidson, P.A., 777 S. Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Wendy R. St. Charles.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Roger B. Baskin 12 McGarry Lane, West Palm Beach, FL 33406

Wendy R. St. Charles, Esquire
Florida Bar No. 0007301
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, FL 33401
(881)659-3990

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ARTICLE VII

Directors

The names and addresses of the initial director of this corporation is:

Roger B. Baskin 12 McGarry Lane, West Palm Beach, FL 33406

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of August, 1997.


Roger B. Baskin

STATE OF FLORIDA

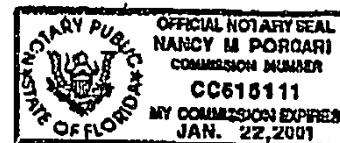
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roger B. Baskin who acknowledged before me that he executed the foregoing Articles of Incorporation; and who produced Driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of August, 1997.

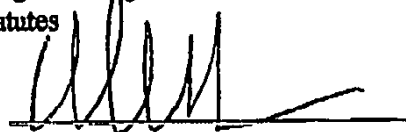

Notary Public
My Commission Expires:

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes



Wendy R. St. Charles

Date: August 8 1997

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TALLAHASSEE, FLORIDA