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| T CORPORATION SYSTEM                        |                   |                           | 7.5%                  |  |
| equestor's Name<br>560 East Jefferson Stres | t                 |                           |                       | 97007 PH 4:22  |
|   |                   |                           | •                     | 100 Co. 100 Co.  |
| ddrass<br>Fallahaesee, FL 32301             | 222-1092          | •                         |                       | 7.03/E   |
| ity State Zip Phone                         |                   |                           | 14231(                |  |
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| ( ) Limited Liability Co.                   |                   | - A 9 // e =              | () Mark               |  |
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| () Reinstatement                            | () Reservation    |                           | () Change of          | F. <i>F.</i> .   |
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| Acknowledgment                              |                   |                           |                       |  |
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### STATE OF FLORIDA

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#### ARTICLES OF INCORPORATION

OF

## DAYTONA BEACH HEALTHCARE & REHABILITATION, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: DAYTONA BEACH HEALTHCARE & REHABILITATION, INC..

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 460 BRIARWOOD DRIVE, SUITE 410, JACKSON, MISSISSIPPI 392 06

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Bobby R. Arnold, 460 Briarwood Drive, Suite 410, Jackson, Mississippi 392 06

SIXTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Willmetta Zaricor, 906 Olive Street, St. Louis, Missouri 63101

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29th DAY OF September, 1997.

Villmetta J. Zaricor, Incorporator

# ACCEPTANCE OF APPOINTMENT

RE: DAYTONA BEACH HEALTHCARE & REHABILITATION, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: September 29, 1997

CT CORPORATION SYSTEM

Jonathan L. Miles,

Assistant Secretary

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