

P97000088577
CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel 314 231 8380
Fax 314 231 6454

October 9, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002319112--3
-10/13/97--01112--004
*****70.00 *****70.00

Re: **CYPRESS REHAB & HEALTHCARE, INC.**
Order #: 1020186

Counsel: Treva L. McInnes
Wells Moore Simmons & Neeld
P.O. Box 1970
Jackson, MS 39215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 1:24

Gentlemen:

As requested by counsel, we enclose for filing Articles of Incorporation on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail, using the enclosed self-addressed stamped envelope.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

Bonnie L. Love

Bonnie L. Love
Customer Specialist

Enc.

(3)

RP
10-14-97

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 13 PM 1:24

CYPRESS REHAB & HEALTHCARE, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: CYPRESS REHAB & HEALTHCARE, 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, MS 39206.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: (1,000) ONE THOUSAND WITHOUT PAR VALUE.

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, 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, MS 39206.

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

BONNIE L. LOVE	906 OLIVE STREET, ST. LOUIS, MO 63101
CATHI J. WALL	906 OLIVE STREET, ST. LOUIS, MO 63101
ANGELA K. BORON	906 OLIVE STREET, ST. LOUIS, MO 63101

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION

THIS 8TH DAY OF OCTOBER, 1997.

SIGNATURE/TITLE

Bonnie L. Love

BONNIE L. LOVE, INCORPORATOR

Cathi J. Wall

CATHI J. WALL, INCORPORATOR

Angela K. Boron

ANGELA K. BORON, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED OCTOBER 8, 1997.

C T CORPORATION SYSTEM

BY

JONATHAN L. MILES

(TYPE NAME OF OFFICER)

ASSISTANT SECRETARY

(TITLE OF OFFICER)

FILED
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