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BEN BOLLINGER
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October 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002336461--4
-11/03/97--01108--020
***122.50 ***122.50

RE: Articles of Incorporation for
Austin Medical Rehab, Inc.

To Whom It May Concern:

I am enclosing herewith the original and one copy of proposed Articles of Incorporation for the above-referenced new corporation, together with a check in favor of the Secretary of State/Division of Corporations in the amount of \$122.50, for the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
	<u>\$122.50</u>

Please file these Articles of Incorporation and return certified copy to me. Thank you.

Sincerely,

Ben Bollinger

Ben Bollinger

BB/bm

Enclosures

a:\bauman\secstate.let

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:00

D. BROWN NOV - 5 1997

ARTICLES OF INCORPORATION
OF
AUSTIN MEDICAL REHAB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:01

ARTICLE I - NAME

The name of this corporation is Austin Medical Rehab, Inc., whose principal office and mailing address is 3613 Hwy 231, Panama City, Florida 32404.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

All purposes as provided by current Florida law and any amendments thereto, including any emergency powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized 100 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the right to purchase his pro-rated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3613 Hwy 231, Panama City, Florida 32404, and the name of the initial registered agent of this corporation is Reid Bauman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of the corporation is (are):

Reid Bauman
3613 Hwy 231
Panama City, FL 32404

Marianne Taylor Bauman
3613 Hwy 231
Panama City, FL 32404

ARTICLE VIII - INCORPORATION

The name and address of the Incorporator signing these Articles is: Reid Bauman, 3613 Hwy 231, Panama City, Florida 32404.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29th day of October, 1997.



Reid Bauman
Incorporator



Reid Bauman
Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **REID BAUMAN**, to me personally known or who produced _____ as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of October, 1997.



NOTARY PUBLIC
Barbara J. Moreau



BARBARA J. MOREAU
My Commission CC461216
Expires May. 09, 1999
Bonded by HAI
800-422-1555


SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:01

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted.


FIRST, that Austin Medical Rehab, Inc. desiring to be
organized or qualify under the laws of the State of Florida, with
its principal place of business at 3613 Hwy 231, Panama City,
Florida 32404, has named Reid Bauman, whose address is 3613 Hwy
231, Panama City, Florida 32404, as its agent to accept service
of process within Florida.

DATED this 29th day of October, 1997.



Reid Bauman
Incorporator

Having been named to accept service of process for the
above-named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.



Reid Bauman
Registered Agent