



Thomas C. Santoro

Attorney at Law

1700 Wells Road, Suite 5 • Orange Park, Florida 32073
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FILED
97 NOV 17 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1997

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

RE: REHAB CENTER, INC.

700002348407--7
-11/17/97-01038-007
*****70.00 *****70.00

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Assignment By the Sole Incorporator
3. Certificate of Designation of Registered Agent

I have also enclosed my check in the amount of \$70.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

P. Hall NOV 20 1997

ARTICLES OF INCORPORATION

OF
REHAB CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: REHAB CENTER, INC.

The address of the principal office of this corporation shall be 1700 Wells Road, Suite 9, Orange Park, Florida 32073, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

President: THOMAS WALKER, D.C.
P.O. Box 60664
Jacksonville, FL 32236-0664

Vice-President: JANICE H. FLYNN
Route 3, Box 5535
Hilliard, FL 32046

Treasurer/Secretary: ELISE M. KENNEDY
1700 Wells Road, Suite 9
Orange Park, FL 32073

ARTICLE VII. SPECIAL PROVISION

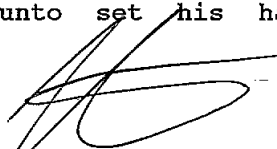
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on November 10, 1997.



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

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ASSIGNMENT BY THE SOLE INCORPORATOR 97 NOV 17 PM 2:06
OF THE ARTICLES OF INCORPORATION OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REHAB CENTER, INC.


THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received, hereby assigns any and all rights it may have as such incorporator to the following:

THOMAS D. WALKER

JANICE H. FLYNN

ELISE M. KENNEDY

Dated: November 10, 1997



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713