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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

3320 S.W. 87th AVENUE

Address

MIAMI, FLORIDA 33165 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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98 JAN -9 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CONTINU CARE REHABILITATION SERVICES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 JAN -9 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF

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TALLAHASSEE, FLORIDA

ARTICLE ONE
CORPORATE NAME

The name of the corporation is:

CONTINUCARE REHABILITATION SERVICES, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with a \$1.00 par value.

ARTICLE FIVE
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business is:

100 S.E. 2nd Street
36th Floor
Miami, Florida 33131

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is
100 S.E. 2 Street, 36th Floor, Miami, Florida 33131, and the initial Registered Agent is
Susan Tarbe, Esquire

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but in no event, shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT
INITIAL DIRECTORS

The initial Board of Directors shall consist of four (2) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Steve J. Baldwin
President
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

Joseph P. Abood
Treasurer
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE NINE
INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Charles M. Fernandez
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION


The corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter

ARTICLE TWELVE

AMENDMENT

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

5th IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this day of January, 1998.



CHARLES M. FERNANDEZ
Incorporator

STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared CHARLES M. FERNANDEZ, to me known to be the person described as incorporator of the corporation who produced no identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 5th day of January, 1998.

- (x) Personally known to me, or who,
- () did exhibit to me Florida Driver's
- () License No. _____
- () and who
- () did take an oath
- () did not take an oath


Notary Public, State of Florida at Large
Print Name: AUDREY M. STOECKEL-GOMEZ
Commission No. _____

OFFICIAL NOTARY SEAL
AUDREY M STOECKEL-GOMEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC450499
MY COMMISSION EXP. APR. 3, 1999

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CONTINUCARE REHABILITATION SERVICES, INC.
2. The name and address of the registered agent and registered office are:

SUSAN TARBE, ESQUIRE
Name

100 S.E. 2 STREET
36TH FLOOR
MIAMI, FLORIDA 33131

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Having been named as registered agent and designated to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SUSAN TARBE

Dated 1/06/98