

P98000018260



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719046 4329479

AUTHORIZATION :

COST LIMIT : \$ 183.75

Patricia Pizut

ORDER DATE : February 25, 1998

ORDER TIME : 10:01 AM

900002440299--3

ORDER NO. : 719046-005

CUSTOMER NO: 4329479

CUSTOMER: Ms. Leann Brezinsky
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 12:39

DOMESTIC FILING

NAME: QUANTUM REHAB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~TWO CERTIFIED COPIES~~
~~XX~~ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 FEB 25 AM 11:41
DIVISION OF CORPORATIONS
2/25/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 12:39

**Articles of Incorporation
of**

QUANTUM REHAB, INC.

ARTICLE I

Name and Duration

The name of the Corporation is **QUANTUM REHAB, INC.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1040 SW 2nd Avenue, Ocala, Florida 34474-4260. The mailing address of the Corporation is P.O. Box 916664, Longwood, Florida 32791-6664.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 268 Churchill Drive, in the City of Longwood, County of Seminole, Florida 32779. The name of the registered agent at such address is Varsha Joshi.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Varsha Joshi	P.O. Box 916664 Longwood, FL 32791-6664

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by

statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

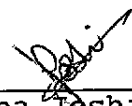
ARTICLE

Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 24th day of February, 1998.



Varsha Jeshi

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
24th day of February, 1998, by Varsha Joshi, who is personally
known to me.

(NOTARY SEAL)

Jeannette Richardson
(Notary Signature)
Jeannette Richardson
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



JEANNETTE RICHARDSON
MY COMMISSION # CC446167 EXPIRES
April 28, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 12:39

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Quantum Rehab, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Varsha Joshi located at 268 Churchill Drive, Longwood, Florida 32779, as its registered agent to accept service of process and perform such other duties as are required in the State.

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.



Varsha Joshi

DATED: February 24, 1998