

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-03/03/98--01049--025
****122.50 ****122.50

OFFICE USE ONLY

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

1. ContinuCare Rehabilitation Services
(Corporation Name) (Document #)
2. Carolina, Inc
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

FILED
98 MAR -3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 MAR -3 AM 11:29
DIVISION OF CORPORATION

3/3
Examiner's Initials

ARTICLES OF INCORPORATION OF
CONTINUCARE REHABILITATION SERVICES OF SOUTH CAROLINA, INC.

ARTICLE ONE

The name of the corporation is:

CONTINUCARE REHABILITATION SERVICES OF SOUTH CAROLINA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Charles M. Fernandez
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.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 26th day of February, 1998.



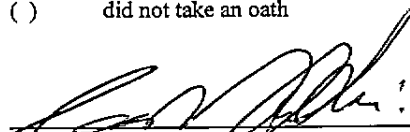
CHARLES M. FERNANDEZ
Incorporator

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 26th day of Feb., 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: Caridad Valdes Dilme
Commission No. 3/17/99



CARIDAD VALDES DILME
My Commission CC464948
Expires May. 17, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process CONTINUCARE REHABILITATION SERVICES OF SOUTH CAROLINA, INC., a Florida corporation, at the place designated in the attached Statement of Change of Registered Office and Registered Agent, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §607.325, Florida Statutes.

Susan Tarbe
Susan Tarbe, Esquire

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Susan Tarbe, Esquire, to me well known to be the person who executed the foregoing acceptance by Registered Agent and acknowledged before me, according to law, that she has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of February, 1998.

My Commission Expires:

Caridad Valdes Dilme
Notary Public
State of Florida at Large

(SEAL)



CARIDAD VALDES DILME
My Commission CC484948
Expires May. 17, 1999
Bonded by HAI
800-422-1555

Caridad Valdes Dilme
Printed Name of Notary Public

- (x) Personally known to me
() Produced photographic identification/ type of identification produced:
(x) Signature acknowledged under oath
() Signature not acknowledged under oath

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TALLAHASSEE FLORIDA