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April 24, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

800002507268--9
-05/01/98--01002--009
****157.50 ****122.50

Re: Gabriel Rehabilitation, Inc.

Gentlemen:

Enclosed you will find article of dissolution, a statement of intent to dissolve Gabriel Rehabilitation, Inc., a certified extract of minutes of a meeting at which a resolution to dissolve was passed and two executed copies of the Articles of Incorporation of Gabriel Rehabilitation, Inc. Kindly file the articles of dissolution dissolving Gabriel Rehabilitation, Inc., a non profit corporation and then file the articles of incorporation of Gabriel Rehabilitation, Inc., a corporation for profit. When this has been completed please return a certified copy of the articles of incorporation to this office. Also enclosed is a check amount of \$157.50 for the filing fee for the articles of dissolution, \$35.00, the filing fee for the articles of incorporation, \$35.00, the resident agent fee, \$35.00 and certified copy of the articles, \$52.50.

If you have any questions, please call me.

Yours very truly

Sam J. Gabriel

SJG/le

Enclosure:

FILED 70
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 122.50

new Dom P-
SP 5/4/98

Prepared by:
SAM J. GABRIEL, ESQUIRE
11380 Prosperity Farms Road #204
Palm Beach Gardens, FL 33410

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments personally appeared DANIEL J. GABRIEL, who is personally known to me who after being first duly sworn upon oath deposes and says:

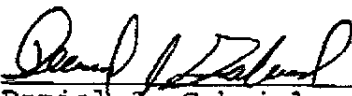
1. That Affiant is the President of GABRIEL REHABILITATION, INC., a non profit corporation. On April 24, 1998, Affiant executed Articles of Dissolution of said corporation and filed said articles with the Corporation Department, Department of State of the State of Florida.

2. That Affiant has no intention of revoking said Articles of Dissolution and waives the right to revoke them in the future.

3. Affiant hereby releases the name GABRIEL REHABILITATION, INC., which name is to used as the name of a corporation for profit which Affiant organized and filed with the Corporation Department of the Department of State of the State of Florida.

4. Affiant further states that he is familiar with the nature of an oath, and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or heard read, the full facts of this affidavit and understand its contents.

FURTHER, AFFIANT SAYETH NOT.


Daniel J. Gabriel [SEAL]

SWORN TO AND SUBSCRIBED before me this 1 day of May, 1998.


Notary Public



MARY LEAH MOSCA
MY COMMISSION # CC400217 EXPIRES
July 12, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -1 AM 11:25

ARTICLES OF INCORPORATION

OF

GABRIEL REHABILITATION, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: GABRIEL REHABILITATION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) Shares of Common Stock of no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock

of this corporation of the same kind, class or series as that which they already own, shall have the right to purchase their pro rata 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 - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal place of business, office address and the mailing address of the corporation is 13205 U. S. Highway One, Suite 109, Juno Beach, Florida 33408.

ARTICLE VII - DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members. The names and addresses of the First Board of Directors are:

DANIEL J. GABRIEL	1815 Pleasant Drive North Palm Beach, Fl. 33408
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ARTICLE VIII - INCORPORATORS

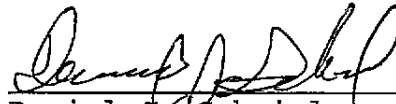
The names and addresses of the incorporators are:

DANIEL J. GABRIEL	1815 Pleasant Drive North Palm Beach, Fl. 33408
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ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 24 day of April, 1998

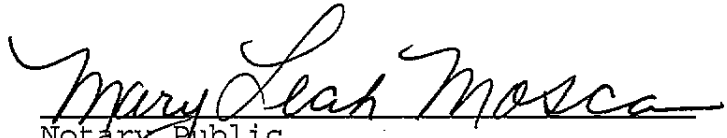

Daniel J. Gabriel

STATE OF FLORIDA ...)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally
appeared DANIEL J. GABRIEL, who produced a drivers license issued
by some state of the U. S. to me known to be the person described
in the foregoing instrument, and he acknowledged before me, under
oath, the execution of said instrument.

WITNESS my hand and seal this 24 day of April, 1998.


Notary Public



MARY LEAH MOSCA
MY COMMISSION # CC456217 EXPIRES
July 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -1 AM 11:25

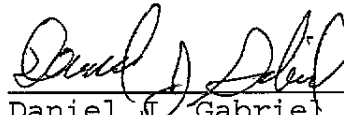
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Statutes:

That GABRIEL REHABILITATION, INC., desiring to organize under
the laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation at 13205 U. S. Highway
One, Suite 109, Juno Beach, Florida 33408 has named DANIEL J.
GABRIEL, 13205 U. S. Highway One, Suite 109, Juno Beach, Florida
33408, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process 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 Act relative to keeping open said office.



Daniel J. Gabriel
Registered Agent