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TRANSMITTAL LETTER

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*****70.00 *****70.00

DEPARTMENT OF STATE
- DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: STERN & ASSOCIATES REHABILITATION, INC

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$ 70.00.

FROM:

TOM WILLIAMS
280 COPORATE WAY
ORANGE PARK, FLORIDA 32073
(904) 278-5566

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

STERN & ASSOCIATES REHABILITATION, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: STERN & ASSOCIATES
REHABILITATION, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

402 ESPANA CT.
SATELLITE BEACH, FL 32937

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: 1000 SHARES

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TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

TOM WILLIAMS
280 CORPORATE WAY
ORANGE PARK, FLORIDA 32073

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

S.GARY STERN II
402 ESPANA CT.
SATELLITE BEACH, FL 32937

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 11th DAY OF June, 1998.


SIGNATURE

SIGNATURE

SIGNATURE

SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. THE NAME OF THE CORPORATION IS: STERN & ASSOCIATES
REHABILITATION, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

TOM WILLIAMS
280 CORPORATE WAY
ORANGE PARK, FLORIDA 32073

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE

DATE

[Handwritten Signature]
6/11/98

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TALLAHASSEE, FLORIDA