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MIRKIN & WOOLF, P.A.

Attorneys at Law

June 15, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/18/98--01051--018
****122.50 ****122.50

Re: Articles of Incorporation

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Incorporation for AMC Rehabilitation Services, Inc.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin
MHM/smf
Enclosure
cc: Joseph J. Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 9:34

6-22-98

ARTICLES OF INCORPORATION
OF
AMC REHABILITATION SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 9:34

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be AMC Rehabilitation Services, Inc. The principal place of business shall be 5714 Clark Road, Sarasota, Florida 34233.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 5714 Clark Road, Sarasota, Florida 34233 and the name of the initial registered agent of the Corporation at that address is Joseph J. Reynolds.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

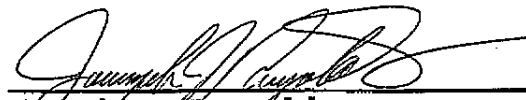
ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are Joseph J. Reynolds, 5714 Clark Road, Sarasota, Florida 34233.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Joseph J. Reynolds, 5714 Clark Road, Sarasota, Florida 34233.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of May, 1998.



Joseph J. Reynolds

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

AMC REHABILITATION SERVICES, INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 5714 Clark Road, Sarasota, Florida 34233, has named Joseph J. Reynolds as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 provisions of Chapter 48.091, F.S., relative to keeping open said office.



Joseph J. Reynolds

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