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REFERENCE : 992544 7112109

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 78.75

ORDER DATE : October 12, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 992544-005

CUSTOMER NO: 7112109

CUSTOMER: Claudia Bass, Legal Asst
BUCHANAN, INGERSOLL, PC
BUCHANAN, INGERSOLL, PC
Suite 2100
100 Southeast 2nd Street
Miami, FL 33131

100002661311--6

DOMESTIC FILING

NAME: REHAB HEALTH PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 1:34

RECEIVED
98 OCT 12 AM 10:45
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

REHAB HEALTH PARTNERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 1:34

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the corporation shall be: Rehab Health Partners, Inc. (the "Corporation").

The address of the principal office of the Corporation shall be 1400 Grasslands Boulevard, Suite 20, Lakeland, Florida 33803, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business 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 maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock, with a par value of \$0.01 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Buchanan Ingersoll Professional Corporation.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Linda L. Fleming, Esquire
Buchanan Ingersoll Professional Corporation
401 East Jackson Street
Suite 2500
Tampa, Florida 33602

ARTICLE VI. NUMBER OF DIRECTORS

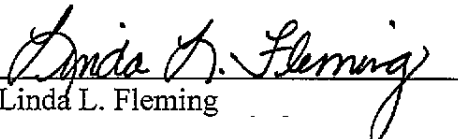
The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VII. INITIAL DIRECTOR

The name and street address of the initial director of the Corporation, who shall hold office until the first annual meeting of shareholders, or his earlier resignation, removal from office, or death is:

James N. Hough
1400 Grasslands Boulevard
Suite # 20
Lakeland, Florida 33803

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of October, 1998.


Linda L. Fleming

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 1:34

Buchanan Ingersoll Professional Corporation, a Pennsylvania professional corporation authorized to transact business in the State of Florida ("BIPC"), having been designated as the registered agent and to accept service of process for Rehab Health Partners, Inc. at the place designated in the Articles of Incorporation, hereby agrees to act in this capacity. BIPC further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: Linda L. Fleming
Linda L. Fleming, Shareholder
and Authorized Agent