



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 020572 7132640

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 2:31

ORDER DATE : November 4, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 020572-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

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DOMESTIC FILING

NAME: REHAB HEALTH PARTNERS OF THE
CAROLINAS, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 11/4/98

ARTICLES OF INCORPORATION

OF

REHAB HEALTH PARTNERS OF THE CAROLINAS, INC.

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

ARTICLE I. NAME

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

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

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 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. REGISTERED AGENT

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.

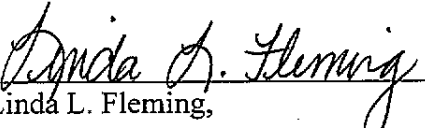
ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial directors 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

Sherry Watson
748 Mortz Court
Hickory, North Carolina 28601

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of November, 1998.



Linda L. Fleming,
Incorporator

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

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 of the Carolinas, 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

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