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To: Division of Corporations
Fax Number : (850) 922-4000

From: Angelica M. Calabrese
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

DEAR OFFICER;

RE MY CONVERSATION WITH KAREN, PLEASE BACKDATE THE FILING DATE OF THIS DOCUMENT TO DECEMBER 24, 1998. THANKS!!!

BASIC AMENDMENT

MIAMI DADE HEALTH & REHABILITATION SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	0.4
Estimated Charge	\$43.75

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BACKDATE
to Dec
24

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI DADE HEALTH & REHABILITATION SERVICES, INC.**

The Articles of Incorporation of Miami Dade Health & Rehabilitation Services, Inc., originally filed with the Secretary of State of Florida on November 23, 1998, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("Act") as follows:

**ARTICLE I
NAME**

The name of the corporation is Miami Dade Health & Rehabilitation Services, Inc., (hereinafter called the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence commencing on the date of the filing of this Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any activities of business permitted under the law of the United States.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Twenty-Five Million (25,000,000) shares, no par value per share, of common stock.

Prepared by:
Marshall R. Burack, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 234621

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ARTICLE V
PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the Corporation's principal office is:

Miami Dade Health & Rehabilitation Services, Inc.
2260 SW 8 Street
Miami, FL 33135

The name and street address of the Registered Agent is:

American Information Services, Inc.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the director of the Corporation is as follows:

Dr. Luis Cruz
3640 SW 129 Avenue
Miami, FL 33175

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Maria C. Suarez, Esq.
1215 SW 7 Street
Miami, FL 33135

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**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents on all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

The forgoing Amended and Restated Articles of Incorporation were duly adopted and approved by all the members of the Board of Directors of the Corporation, pursuant to Section 607.0821 of the Act and pursuant to the Unanimous Written Consent of the Board of Directors, dated December 18, 1998. No shareholder action is required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 18th day of December, 1998.

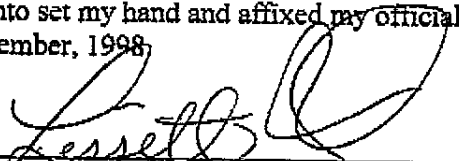


Luis Cruz, Sole Director

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Luis Cruz, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 18th day of December, 1998.



Notary Public, State of Florida
My commission expires:



"OFFICIAL SEAL"
Lissette Hernandez
My Commission Expires 2/7/99
Commission #CC 437606

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Miami Dade Health & Rehabilitation Services, Inc., a Florida corporation (the "Corporation"), in the Corporation's amended and restated articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's amended and restated articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of December, 1998.

American Information Services, Inc.

By: Mary Lee Liggett
Mary Lee Liggett, Vice President