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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 9:29

ACCOUNT NO. : 072100000032
REFERENCE : 063982 4381472
AUTHORIZATION :
COST LIMIT : \$ 87.50

ORDER DATE : December 14, 1998
ORDER TIME : 1:54 PM
ORDER NO. : 063982-005
CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

200002711872--6

DOMESTIC FILING

NAME: WASHINGTON SHORES REHAB, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CS
12/15/98

RECEIVED
98 DEC 14 PM 2:42
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WASHINGTON SHORES REHAB, INC.

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ARTICLE I - NAME

The name of this corporation is WASHINGTON SHORES REHAB, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 3300 South Hiawassee Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the corporation is Post Office Box 4961, Orlando, Florida 32802-4961.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|---|---|
| B&C Corporate Services Central Florida, Inc. | 390 North Orange Avenue Suite 1100 Orlando, Florida 32801 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial members of this corporation's initial Board of Directors is as follows:

| | |
|--------------------|--|
| Lee Chira | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| L. Mills Tuttle | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| E. Joseph McKinney | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| Thomas P. Lawler | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| David M. Willner | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| Eric Peisner | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| Steven G. Kropp | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |
| Charles S. Carlton | 3300 South Hiawassee Road, Suite 107 Orlando, Florida 32835 |

ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 9th day of December, 1998.

B&C Corporate Services of Central Florida, Inc.

By: _____


Randal M. Alligood, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 14 AM 09 29

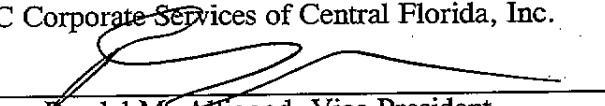
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is WASHINGTON SHORES REHAB, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

WASHINGTON SHORES REHAB, INC.

By: B&C Corporate Services of Central Florida, Inc.

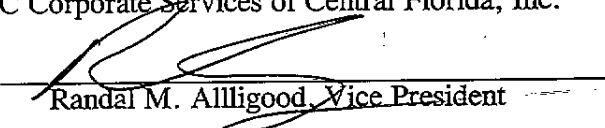
By: 
Randal M. Alligood, Vice President

Title: Incorporator

Dated this 9th day of December, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: 
Randal M. Alligood, Vice President

Dated this 9th day of December, 1998.