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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.  
FIRST CHOICE REHABILITATION CENTER INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 20, 1999

EMPIRE

SUBJECT: FIRST CHOICE REHABILITATION CENTER, INC.  
REF: W99000001392

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
FIRST CHOICE REHABILITATION CENTER, INC.  
99 JAN 20 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is FIRST CHOICE REHABILITATION CENTER, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of Directors. The initial capitalization of the corporation shall be in the sum of \$ 500.00.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on date of filing and shall exist perpetually thereafter unless sooner dissolved according to law.

Page 1

Filed By: JORGE L. FORS, P.A., Jorge L. Fors, Esq. FL BAR # 347 647  
1108 Ponce de Leon Blvd., Coral Gables, FL 33134 (305) 448-5977

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 1108 Ponce de Leon Blvd., Coral Gables, FL 33134 and the name of the initial registered agent of this corporation is Jorge L. Fors whose address is 1108 Ponce de Leon Blvd., Coral Gables, FL 33134.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Armando Benitez, 1108 Ponce de Leon Blvd., Coral Gables, FL 33134.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:  
Armando Benitez, 1108 Ponce de Leon Blvd., Coral Gables, FL 33134.

ARTICLE X - INDEMNIFICATION

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the

Page 2

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fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The

Page 3

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corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January, 1999.

SUBSCRIBER:

Armando Benitez  
Armando Benitez

STATE OF FLORIDA     )  
                              )     SS  
COUNTY OF DADE     )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Armando Benitez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of January, 1999.

S. J. G.  
Name: \_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC  
COMMISSION  
EXPIRES

Page 4

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FIRST CHOICE REHABILITATION CENTER, INC.  
 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
 SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
 MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
 FOLLOWING IS SUBMITTED:

FIRST THAT: FIRST CHOICE REHABILITATION CENTER, INC.  
 DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
 FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI,  
 STATE OF FLORIDA, HAS NAMED JORGE L. FORS LOCATED AT 1108 PONCE DE  
 LEON BLVD. CITY OF CORAL GABLES, STATE OF FLORIDA. AS ITS AGENT TO  
 ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

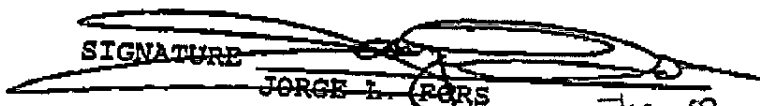
  
 ARMANDO BENITEZ

TITLE INCORPORATOR

DATE January 19 1999

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE  
 ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
 CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER  
 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
 JORGE L. FORS

DATE January 19 1999

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 SECRETARY OF STATE  
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