



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 120830 8676A

AUTHORIZATION :

COST LIMIT : \$ 70.000

ORDER DATE : February 2, 1999

ORDER TIME : 2:39 PM

ORDER NO. : 120830-005

CUSTOMER NO. : 8676A

700002762937--0

CUSTOMER: Elaine R. Steeris, Legal Asst
MERRILL BOOKSTEIN, ESQ
MERRILL BOOKSTEIN, ESQ
4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SOUTH FLORIDA PHYSICAL
REHABILITATION CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

g 2/3/99

RECEIVED
99 FEB -3 AM 8:57
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 12:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 12:45

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA PHYSICAL REHABILITATION CENTER, INC.

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:

SOUTH FLORIDA PHYSICAL REHABILITATION CENTER, INC.

The address of the principal office of this corporation shall be Kenneth Schwartz, Esq., C/O Schwartz & Riddle, 4800 South Federal Highway, Boca Raton, Florida 33421, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, ESQ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Fritz Scharanberg	Kenneth Schwartz, C/O Schwartz & Riddle,
Dir./Pres/V.Pres.	4800 South Federal Highway, Suite 2018
Sec./Treas.	Boca Raton, Florida 33421

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on February 2, 1999.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

CLB

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOUTH FLORIDA PHYSICAL REHABILITATION
CENTER, INC.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

4800 N. FEDERAL HIGHWAY - SUITE 201B

(P.O. Box not acceptable)

BOCA RATON, FLORIDA 33431

(City/State/Zip)

99 FEB -3 PM 12:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

8/15/92

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL