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ACCOUNT NO. : 07210000032

REFERENCE: 120830 8676.

AUTHORIZATION

COST LIMIT : \$ 70.000

ORDER DATE: February 2, 1999

ORDER TIME : 2:39 PM

ORDER NO. : 120830-005

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst

MERRILL BOOKSTEIN, ESQ MERRILL BOOKSTEIN, ESQ 4800 North Federal Highway

Suite 201b

Boca Raton, FL 33431

DOMESTIC FILING

ME: 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

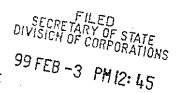
CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

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### 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
Dir./Pres/V.Pres.
Sec./Treas.

Kenneth Schwartz, C/O Schwartz & Riddle, 4800 South Federal Highway, Suite 2018 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: Leliorah 10 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 REHABILITAT	-
2. The name	and address of the registered agent and office is:  MERRILL A. BOOKSTEIN, ESQ.	, vig
	(Name) 4800 N. FEDERAL HIGHWAY - SUITE 201B	SECRETARY VISION OF CO 9 FEB -3
~	(P.O. Box not acceptable)  BOCA RATON, FLORIDA 33431  (City/State/Zip)	OF STATE ORPORATIONS PM 12: 45

Having been named as registered agent and to accept service of process for the above stated convoration 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 driving, and I am familiar with and accept the obligations of my position as registered agent.

(Sidnature)

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