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LAW OFFICES GERALD SILVERMAN SUITE 300 - COURTHOUSE PLAZA 28 WEST FLAGLER STREET Miami, Florida 33130

City/State/Zip

EFFECTIVE DATE 4-12-99

Office Use Only

CORPORATION NAME(S)	& DOCUMENT NUMBER(S), ((if known)):
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* ******* #

Walk in Mail out	Pick up time Will wait	Photocopy	Certified Copy Certificate of Status
4	(Corporation Name)	(Doc	ument #)
3	(Corporation Name)	(Doct	ument #)
2	(Corporation Name)	(Doc	ument #)
1.	(Corporation Name)	(Doc	ument #)

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
 Change of Registered Agent
Dissolution/Withdrawal
Merger

Change of Registered Agent	SE SE	,
Dissolution/Withdrawal	LAR	;
Merger	NASAH TAN	:
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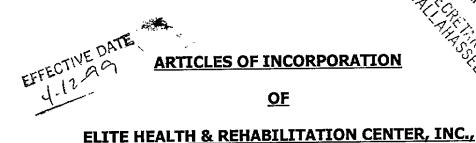
OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ = QUALIFICATION =
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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Examiner's Initials	, ,

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PASSES OF STATE OF ST

ARTICLE ONE

The name of the corporation is:

ELITE HEALTH & REHABILITATION CENTER, INC.,

ARTICLE TWO

The mailing address of the corporation shall be 2750 West 68th Street, Suite 229, Hialeah, FL 33014.

ARTICLE THREE

The corporation may engage in any activity or transact any business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation is authorized to issue and have outstanding at any one time 100 shares of one class of common stock of Ten (\$10.00) Dollar par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE FIVE

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these articles.

ARTICLE SIX

The street address of the initial registered office of this corporation is 2750 West 68th Street, Suite 229, Hialeah, FL 33014, and the name of the initial registered agent of this corporation at that address is RAFFAELE A. RAFFA.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is two.

RAFFAELE A. RAFFA 2750 West 68th Street Suite 229 Hialeah, FL 33014 JORGE L. CONCEPCION 2750 West 68th Street Suite 229 Hialeah, FL 33014

ARTICLE EIGHT

The names and addresses of the incorporators executing these Articles of Incorporation is:

RAFFAELE A. RAFFA 2750 West 68th Street Suite 229 Hialeah, FL 33014 JORGE L. CONCEPCION 2750 West 68th Street Suite 229 Hialeah, FL 33014

ARTICLE NINE

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these

Articles of Incorporation this 12th day of April, 1999.

STATE OF FLORIDA **COUNTY OF DADE**

The foregoing instrument was acknowledged before me this 12th day of April, 1999, by RAFFAELE A. RAFFA and JORGE L. CONCEPCION.

PERSONALLY KNOWN ____ OR PRODUCED IDENTIFICATION __

TYPE OF IDENTIFICATION PRODUCED: __

RESIDENT AGENT ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

AELÆ A. RAFFA