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McDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH

ATTORNEYS AT LAW
4300 Bayou Boulevard, Suite 13
Pensacola, Florida 32503
A Partnership of Professional Associations

J. D. SMITH
BOARD CERTIFIED
BUSINESS LITIGATION

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August 3, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

300002957653--2
-08/12/99-01005-011
****122.50 *****78.75

RE: **CENTER FOR PEDIATRIC REHABILITATION, INC.**
Incorporation

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to **CENTER FOR PEDIATRIC REHABILITATION, INC.**

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Very truly yours,


J. D. Smith
For the Firm

JDS/slw
Enclosures

FILED
AUG -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CENTER FOR PEDIATRIC REHABILITATION, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is **CENTER FOR PEDIATRIC REHABILITATION, INC.**, and its principal office is located at 1100 Airport Boulevard, Suite C, Pensacola, Florida 32504.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

FILED
99 AUG -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 1100 Airport Boulevard, Suite C, Pensacola, Florida 32504 and the name of this corporation's initial registered agent is Kathleen Smead.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is Kathleen Smead, 1100 Airport Boulevard, Suite C, Pensacola, Florida 32504.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 3rd day of August, 1999.

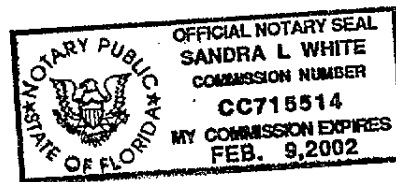
Kathleen Smead
Kathleen Smead, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of August,
1999, by Kathleen Smead, who personally appeared before me and who is personally known to me
or who has produced _____ as identification.

Sandra L. White
Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, KATHLEEN SMEAD, hereby accept the appointment as Registered Agent for
CENTER FOR PEDIATRIC REHABILITATION, INC., as set forth in its Articles of
Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
3rd day of August, 1999.

Kathleen Smead
KATHLEEN SMEAD

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FILED
49 AUG -5 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA