

P99000072078

Andrew H. Glickman
C/O Rehab Holdings, Inc.
5994 SW 18th St. Suite D-7
Boca Raton, Fl. 33433

Florida Department of State
Attn: Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

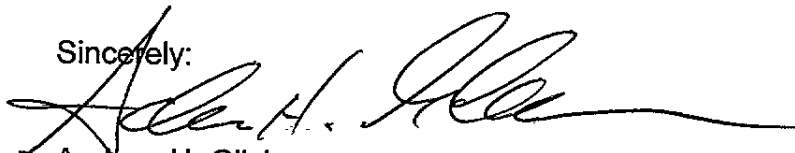
800002954418--8
-08/09/99-01106--010
*****87.50 *****87.50

To whom it may concern:

Attached please find one original and one copy of the Articles of Incorporation of Rehab Holdings, Inc. along with a check for \$87.50 as payment for the following:

FILING FEE ARTICLES	
FILING FEE REGISTERED AGENT/OFFICE	
CERTIFIED COPY.....	\$78.75
CERTIFICATE OF STATUS.....	\$8.75
<u>TOTAL.....</u>	<u>\$87.50</u>

Sincerely:



Andrew H. Glickman

FILED
99 AUG -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA


8-12-99
14

ARTICLES OF INCORPORATION
OF
REHAB HOLDINGS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

REHAB HOLDINGS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**5994 SW 18TH ST. SUITE D-7
BOCA RATON, FL. 33433**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES OF STOCK HAVING NO PAR VALUE

FILED
99 AUG -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**ANDREW H. GLICKMAN
C/O REHAB HOLDINGS, INC.
5994 SW 18TH ST. SUITE D-7
BOCA RATON, FL. 33433**

ARTICLE V INCORPORATOR(S)

**ANDREW H. GLICKMAN
1955 PARKSIDE CIR. SOUTH
BOCA RATON, FL. 33486**

*The undersigned incorporator(s) have executed these Articles of Incorporation
this 6th day of August, 1999*


Signature, PRESIDENT

**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.

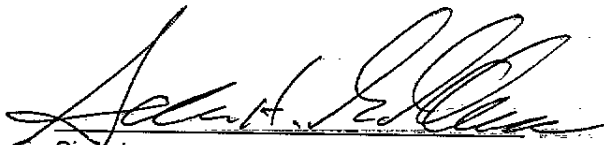
1. The name of the corporation is: **REHAB HOLDINGS, INC.**

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

**ANDREW H. GLICKMAN
C/O REHAB HOLDINGS, INC
5994 SW 18TH ST. SUITE D-7
BOCA RATON, FL.33433**

FILED
99 AUG -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 this 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

8/6/99
Date