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COHEN & CAPRONI LLC

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Albert Caproni, III
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September 14, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Rehab Healthcare Group, Inc. and HWB Holdings, Inc.

Dear Sir:

Enclosed please find the documents necessary for Rehab Healthcare Group, Inc. and HWB Holdings, Inc. to be incorporated under the laws of the State of Florida. Please find enclosed the original and one copy of the Articles of Incorporation for each corporation, along with the accompanying transmittal letter for each corporation. Also enclosed is a check in the amount of \$140.00 made payable to the Department of State for the filing of these Articles of Incorporation.

I respectfully request that you issue certificates of incorporation for Rehab Healthcare Group, Inc. and HWB Holdings, Inc. Your attention in this matter is greatly appreciated.

Sincerely,



Walter N. Cohen

WNC:chk
Encl.

cc: James S. Hardt, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HWB Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

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

205 W. Busch Boulevard
Tampa, FL 33612

ARTICLE III SHARES

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

100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

James S. Hardt, Sr.
205 W. Busch Boulevard
Tampa, FL 33612

ARTICLE V INCORPORATOR

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

Walter N. Cohen
750 Hammond Drive
Bldg. 7, Ste. 200
Atlanta, GA 30328



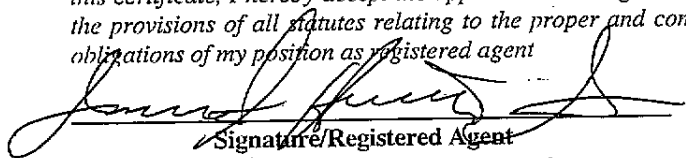
Signature/Incorporator

9-9-99

Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent

9-8-99

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA