

ACCOUNT NO. : 072100000032

REFERENCE :

375684 7193404

AUTHORIZATION :

COST LIMIT :

ORDER DATE: September 15, 1999

ORDER TIME : 9:26 AM

ORDER NO. : 375684-005

300003001913--4

CUSTOMER NO:

7193404

CUSTOMER: Ms. Bonnie Ferrero

CAROLINA REHAB, INC.

CAROLINA REHAB, INC.

Suite 306

2929 East Commercial Boulevard

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME:

CENTRAL FLORIDA REHAB, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

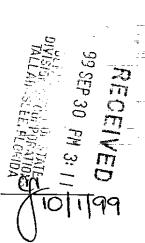
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:



FILED

99 SEP 30 AM 10: 21

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE TALLAHASSEE. FLORIDA

CENTRAL FLORIDA REHAB, 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:

CENTRAL FLORIDA REHAB, INC.

The address of the principal office of this corporation shall be 2929 East Commercial Boulevard, Suite 306, Fort Lauderdale, Florida 33308, 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office
of the corporation shall be 350 East Las Olas Boulevard, Suite
1000, Fort Lauderdale, Florida 33301, and the name of the
initial registered agent of the corporation at that address is
Leonard K. Samuels, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

William Guthrie Dir.

2929 East Commercial Boulevard, Suite 306 Fort Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

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

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 30, 1999.

Its Incorporator, Laura R. Dunlap

JENNY KILLEN/AGL

99 SEP 30 AM 10: 21

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Leonard K. Samuels, Esq., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CENTRAL FLORIDA REHAB, INC.

Leonard K. Samuels, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:

Typed Name: Leonard K. Samuels, Esq.