

State of Idaho

Department of State

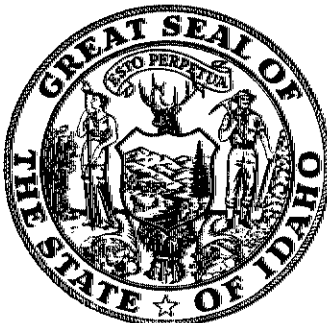
CERTIFICATE OF AUTHORITY OF

REHAB USA, INC.
File number C 113963

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of REHAB USA, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to REHAB USA, INC. to transact business in this State under the name REHAB USA, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAR 4 9 23 AM '96

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is REHAB USA, INC.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of NEW YORK
4. The date of its incorporation is 7/26/95 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or county under the laws of which it is incorporated is 148 RADIO AVENUE, MILLER PLACE, NY 11764
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is CORPORATION SERVICE COMPANY
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
TO OWN, OPERATE AND DEVELOP A NETWORK OF OUTPATIENT PHYSICAL THERAPY CLINICS
IN SELECTED GEOGRAPHICAL MARKETS

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 03/04/1996 0900 42189
CK #: 511304 CUST# 23857
AUTH PRO
1@ 100.00= 100.00
EXPEDITE C 1@ 20.00= 20.00

9. The names and respective addresses of its directors and officeres are:

Name	Office	Address
LOUIS D. HAMRIC II	CHAIRMAN	6075 POPLAR AVE STE 222 MEMPHIS TN 38119
WILLIAM E LEE JR	PRESIDENT	330 Ridgefield Court, Asheville, NC 28806
LOUIS DINITTO	CEO	148 RADIO AVENUE MILLER PLACE NY 11764
PETER JOHNSON MD	VP	261 ASHELAND AVE ASHEVILLE NC 28801
Carolyn W. Gray	SEC/TRES	6075 Poplar Ave., #222, Memphis, TN 38119
RITCHIE LEWIS MD	DIRECTOR	4539 WINCHESTER RD #3 MEMPHIS TN 38118
LOUIS D. HAMRIC II	DIRECTOR	6075 POPLAR AVE STE 222 MEMPHIS TN 38119
LOUIS DINITTO	DIRECTOR	148 RADIO AVENUE MILLER PLACE NY 11764
WILLIAM E LEE JR	DIRECTOR	330 Ridgefield Court, Asheville, NC 28806

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporation Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or county under the laws of which it is incorporated.

Dated: February 1, 1996

REHAB USA, INC.

By: William E. Lee, Jr.

(Corporation name)

By: William E. Lee, Jr., President

Its President/Vice President (please specify)

and

Carolyn W. Gray

Its Secretary/Assistant Secretary (please specify)

STATE OF Tennessee)

) ss:

COUNTY OF Shelby)

I, Donald Morgan, a notary public, do hereby certify that on this 1st day of February, 19 96, personally appeared before me William E. Lee, Jr., who being by me first duly sworn, declared that (s)he is the President of REHAB USA, INC.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Exp:

11-14-99

Donald Morgan

Notary Public

State of New York
Department of State

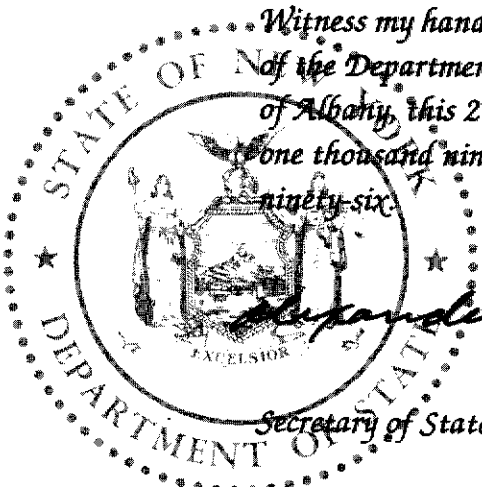
ss:

Mar 4 9 23 AM '96

I hereby certify, that the certificate of incorporation of REHAB USA, INC. was filed on 07/26/1995, under the name of REHAB AMERICA, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment REHAB AMERICA, INC., changing name to REHAB USA, INC. , was filed 08/09/1995.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of February
one thousand nine hundred and
ninety-six.



Alexander F. Trenchard
Secretary of State

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