

DB1000013133

FILINGS, INC. TERESA ROMAN
 (Requestor's Name)
 2805 LITTLE DEAL ROAD
 (Address)
 TALLAHASSEE, FLORIDA 32308 385-6735
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

- 700003633987 -- U
 -02/05/01--01113--023
 *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DEL RAY Medical AND Rehabilitation center Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 01 FEB -5 PM 3:10
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATION

Handwritten signature/initials

Examiner's Initials

PREPARED BY:
JASON A. DEITCH, P.A.
1250 East Hallandale Beach Boulevard
Suite 909
Hallandale, FL 33009-4634
(954) 456-8444
Florida Bar Number: 992585

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DELRAY MEDICAL AND REHABILITATION CENTER, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a professional corporation, does hereby declare the following:

ARTICLE I

The name of this corporation shall be DELRAY MEDICAL AND REHABILITATION CENTER, INC.

ARTICLE II
NATURE OF CORPORATION BUSINESS

The nature of the business and the object and purposes proposed to be transacted, promoted and carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE III
CAPITAL STOCK

(a) The total number of share of capital stock authorized to be issued by the corporation shall be One Hundred (100) shares having a par value of One Cent (\$0.01) a share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor services at a fair

valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or thereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options of warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such personal or persons (who are qualified to be stockholders as provided in paragraph (d) of this Article) as the Board of Directors may be determined.

(d) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV
TERM OF EXISTENCE

The term of existence of this corporation is perpetual unless sooner dissolved according to law.

ARTICLE V
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation for the election of the permanent directors, or until their successors have been duly elected and qualified, are:

JOHN GREGG
PRESIDENT
660 Linton Boulevard
Suite 112
Delray Beach, Florida 33444

The number of directors shall not be less than ONE (1).

ARTICLE VI
SUBSCRIBER TO ARTICLES

The name and post office address of the subscriber to these Articles of Incorporation is:

JOHN GREGG
660 Linton Boulevard
Suite 112
Delray Beach, Florida 33444

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the Stockholders, at a Stockholder's meeting by a majority of the Stock entitled to vote thereon.

ARTICLE VIII
BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of stockholders. No by-law which has been altered, amended or adopted by such a vote of the Directions until two (2) years shall have expired since action by vote of such stockholder.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions of requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or United States.

ARTICLE IX
REGISTERED OFFICE AND AGENT

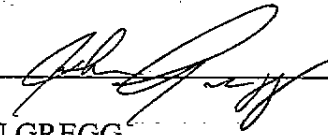
The street address of the initial registered office of the corporation is 1250 East Hallandale Beach Boulevard, Suite 909, Hallandale, Florida 33009, and the name of its initial registered agent at such address is JASON A. DEITCH.

ARTICLE X
PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be as follows:

660 Linton Boulevard
Suite 112
Delray Beach, Florida 33444

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a professional corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts here in stated are true and, accordingly, has hereunto set his hand and seal this 26 day of January, 2001.



JOHN GREGG

STATE OF FLORIDA)
COUNTY OF BROWARD)


BEFORE ME, the undersigned authority, personally appeared JOHN GREGG to me known to be the person described as subscriber in the foregoing Articles of Incorporation, and acknowledged that before me he subscribed and to executed said Articles of Incorporation.

WITNESS my hand and official seal this 26 day of January, 2001.



NOTARY PUBLIC, State of Florida

My Commission Expires:

 Kimberly Rodriguez
My Commission CC762330
Expires July 26, 2002

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That DELRAY MEDICAL AND REHABILITATION CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principle business in the City of Delray Beach, County of Palm Beach, State of Florida, has named JASON A. DEITCH located at 1250 EAST HALLANDALE, BEACH BOULEVARD, SUITE 909, CITY OF HALLANDALE, STATE OF FLORIDA, as its agent to accept service of process within Florida.

SIGNATURE _____

TITLE: _____

DATE: _____

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE _____

DATE: _____

ADDRESS: _____

JASON A. DEITCH, P.A.
1250 E. HALLANDALE BCH. BLVD, STE 909
HALLANDALE, FL 33009

FILED
01 FEB - 5 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA