

*Pollock 3734*

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900003633999--8  
 -02/05/01--01113--024  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Hialeah Medical 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 Statu

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

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
 FEB -6 PM 3:25  
 TALLAHASSEE, FLORIDA  
 DIVISION OF CORPORATION  
 01 FEB -5 PM 2:47  
 RECEIVED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 5, 2001

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: HIALEAH MEDICAL REHABILITATION CENTER, INC.  
Ref. Number: W01000002735

We have received your document for HIALEAH MEDICAL REHABILITATION CENTER, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 601A00007041

RECEIVED  
01 FEB - 6 PM 2:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

FILED  
01 FEB - 6 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MEDICAL CARE OF HIALEAH, 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 **MEDICAL CARE OF HIALEAH, 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 there successors have been duly elected and qualified, are:

JOHN GREGG  
PRESIDENT  
315 West 49<sup>th</sup> Street  
Hialeah, Florida 33012

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

**ARTICLE VI**  
**SUBSCRIBER TO ARTICLES**

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

JOHN GREGG  
315 West 49<sup>th</sup> Street  
Hialeah, Florida 33012

**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**

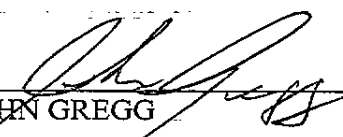
The street address of the initial registered office of the corporation is 1250 East Hallandale Beach Boulevard, Suite 909, Hallandale, Florida 33009, and the name of its initial registered agent at such address is JASON A. DEITCH.

**ARTICLE X**  
**PRINCIPLE PLACE OF BUSINESS**

The principle place of business shall be as follows:

315 West 49<sup>th</sup> Street  
Hialeah, Florida 33012


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 CC782330  
Expires July 26, 2002

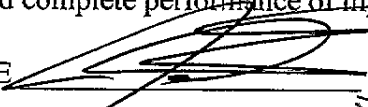
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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

That MEDICAL CARE OF HIALEAH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principle business in the City of Hialeah, County of Dade, 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: President  
DATE: 1-26-1

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: 1-26-1  
ADDRESS: JASON A. DEITCH, P.A.  
1250 E. HALLANDALE BCH. BLVD. STE 909  
HALLANDALE, FL 33009

**FILED**  
07 FEB 08 11:00 AM  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE