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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850)222-1173
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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI NEUROLOGY & REHABILITATION SPECIALISTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

QB 9/30

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MIAMI NEUROLOGY & REHABILITATION SPECIALISTS, INC.

The undersigned Incorporator hereby forms a corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607) and hereby adopts the following:

First. Corporate Name.

The name of this Corporation is:

MIAMI NEUROLOGY & REHABILITATION SPECIALISTS, INC.

Second. Mailing Address of Corporation.

The mailing address of this Corporation is 6821 S. W. 5th Terrace, Miami, Florida 33144.

Third. Nature of Business.

The general nature of the business to be transacted by this corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida, (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act which is hereby incorporated by reference herein these Articles of Incorporation).

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Fourth. Capital Stock.

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

Fifth. Term of Existence.

This Corporation shall have perpetual existence.

Sixth. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be Carolyn Martin, and the street address of the initial registered office of this Corporation in the State of Florida is 6821 S. W. 5th Terrace, Miami, Florida 33144.

Seventh. Board of Directors.

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

The name and address of the initial director who shall hold office until the earlier of his resignation, removal or replacement is:

Carolyn Martin

6821 S. W. 5th Terrace
Miami, Florida 33144

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Eighth. Incorporator:

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Carolyn Martin, 6821 S. W. 5th Terrace, Miami, Florida 33144.

Ninth. Amendment:

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

Tenth. Indemnification.

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 26th day of September, 2002.



Carolyn Martin

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Carolyn Martin

Dated: September 26, 2002

N/A 251401-1.009900.0021

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