

P95000053569

TRANSMITTAL LETTER

FILED
95 JUL -7 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MEDICAL REHABILITATION SPECIALISTS, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Dr. Kirk J. Mauro, M.D.
Name (printed or typed)

3050 O'Brien Drive
Address

Tallahassee, FL 32308
City, State & Zip

1-800-234-1519
Daytime Telephone number

300001532673
67/07/95--01072--004
*****78.75 *****78.75

SHARON L. TALA

JUL 11 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MEDICAL REHABILITATION SPECIALISTS, P.A.

\$500.00
JUL 7 1968
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, for the purpose of forming a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MEDICAL REHABILITATION SPECIALISTS, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 3050 O'Brien Drive, Tallahassee, Florida, 32308. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE III - SHARES

The number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock, having no par value per share.

ARTICLE IV - INCORPORATOR

The name and street address of the sole incorporator, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the corporation is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

ARTICLE VI - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII - BOARD OF DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The name and street address of the initial Director of the corporation, who shall hold office for the first year of existence of this corporation or until his successor or successors are elected or appointed and have qualified, is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

Medical Rehabilitation Specialists, P.A.
Articles of Incorporation
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Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

ARTICLE IX - STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BY-LAWS

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 1995.

Kirk J. Mauro M.D.
Dr. Kirk J. Mauro, M.D.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

MEDICAL REHABILITATION SPECIALISTS, P.A.

2. The name and address of the registered agent and office is:

Dr. Kirk J. Mauro, M.D.

(NAME)

3050 O'Brien Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32308

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kirk J. Mauro M.D.
(SIGNATURE)

7/3/95
(DATE)

FILED
05 JUL 7 PM 3:46
TALLAHASSEE FLORIDA
SECRETARY OF STATE

P95000053569

ARTICLES OF MERGER
Mergor Shoot

MERGING:

MEDICAL SPECIALISTS, INC., A FLORIDA CORPORATION, P95000053569.

into

SPECIALTY CARE NETWORK, INC., a Delaware corporation F96000003764

File date: March 5, 1997

Corporate Specialist: Nancy Hendricks

Document Number Only

P95000053569

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Medical Rehabilitation Specialists P.A.

1000 W. ...

Tallahassee, Florida

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Annual Report
- Reservation
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

97 MAR 11 1997
DIVISION OF REVENUE
CORPORATION UNIT
P.M. 12:01

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

FILE

N. HENDRICKS MAR - 6 1997

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MEDICAL REHABILITATION SPECIALISTS, P.A.**

Pursuant to the provisions of Section 607.1006 and Section 621.13(4) of the Florida Statutes, Medical Rehabilitation Specialists, P.A. (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation for the purpose of changing its corporate name and for the purpose of changing its business purpose from the rendering of professional services to provide that the Corporation is organized for any other lawful purpose.

1.

The name of the Corporation is:

Medical Rehabilitation Specialists, P.A.

2.

Article I of the Articles of Incorporation of the Corporation shall be amended to be and read as follows:

"ARTICLE I.

Name

The name of the Corporation shall be MEDICAL SPECIALISTS, INC.

3.

Article II of the Articles of Incorporation of the Corporation shall be amended to be and read as follows:

"ARTICLE II.

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto or substituted therefor."

The amendment was duly adopted by unanimous written consent of the Board of Directors and Shareholder of the Corporation on March 31st, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by a duly authorized officer on the 31st day of March, 1997.

MEDICAL REHABILITATION SPECIALISTS, P.A.

By: K. J. [Signature] (MEMBER)
Title: CEO / Pres