

MOORE & MENKHAUS, P.A.  
ATTORNEYS AT LAW

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SUITE 210-A FAX TELECOPIER:  
BOCA RATON, FLORIDA 33431-5176 (561) 393-6541

November 12, 1997

SENT VIA FAX

Secretary of State  
Division of Corporations  
Attn: NEW CORP. FILINGS  
409 E. Gaines Street  
Tallahassee, Florida 32301

100002346201--2  
-11/13/97--01050--001  
\*\*\*\*245.00 \*\*\*\*122.50

Re: Living Legends Home Health, Inc.  
and Senior Rehab Systems, Inc.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation for the above referenced two (2) corporations. I have also enclosed our check in the amount of \$245.00, which represents the filing fee for same.

Please file the original and return the enclosed copy stamped "filed" to the undersigned at your earliest possible convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,

*David J. Menkhaus*  
David J. Menkhaus

DJM/rs  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 9:06

BROWN NOV 17 1997

**ARTICLES OF INCORPORATION**

**OF**

**SENIOR REHAB SYSTEMS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 9:07

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be:

**SENIOR REHAB SYSTEMS, INC.**

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida, 33431. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III  
PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).

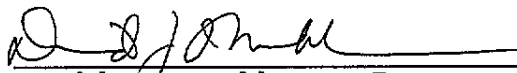
**ARTICLE VIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the person signing these Articles is David J. Menkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

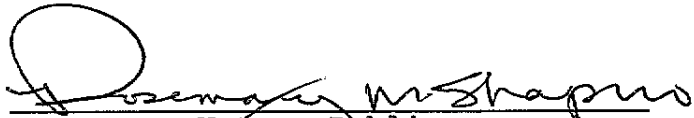
The undersigned has executed these Articles of Incorporation this 11th day of November, 1997.

  
\_\_\_\_\_  
David J. Menkhaus, Incorporator

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF PALM BEACH)

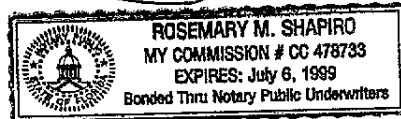
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 11th day of November, 1997.



Notary Public  
State of Florida at Large

My Commission Expires:

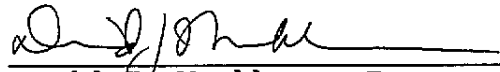


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 9:07

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.

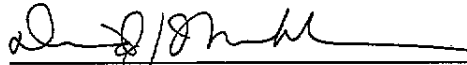
1. The name of the corporation is: **Senior Rehab Systems, Inc.**
2. The name and address of the registered agent and office is:  
**DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431-5176.**

  
\_\_\_\_\_  
David J. Menkhaus, Incorporator

Dated: November 11, 1997.

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.

Dated: November 11, 1997.

  
\_\_\_\_\_  
David J. Menkhaus,  
Registered Agent