

P98000062981

I am enclosing the following

1. 2 sets of Articles of Incorporation and Registered Agent certification
2. A check in the amount of \$ 131<sup>25</sup> # 1492
3. A return Pre-paid Federal Express envelope for the certified copies to be returned in

800002589448-8  
-07/15/98--01026--008  
\*\*\*\*131.25 \*\*\*\*131.25

Thank you.

Please print and press hard  
Robert M. Andrews Phone 934,972,5785

1905 EAST RIVER DRIVE Dept./Floor/Suite/Room  
(We Cannot Deliver to P.O. Boxes or P.O. ZIP Codes)  
Marrate State FL ZIP 33063  
 Check if res (Extra charge for FedEx Exp)  
Signature

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 15 AM 8:46

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
INVERRARY ORTHOPEDIC REHAB CENTER, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**Article I**

The name and initial address of this corporation shall be:

Inverrary Orthopedic Rehab Center, Inc.  
5564 West Oakland Park Blvd.  
Lauderhill, Florida 33313

**Article II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**Article III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

**Article IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

APPROVED  
AND  
FILED  
93 JUL 15 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article V**

The initial registered office of this corporation shall be at 5564 West Oakland Park Blvd, Lauderhill, Florida 33313, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Robert M. Whitney.

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.

**Article VI**

The name and address of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Robert M. Whitney	5564 West Oakland Park Blvd. Lauderhill, Florida 33313

**Article VII**

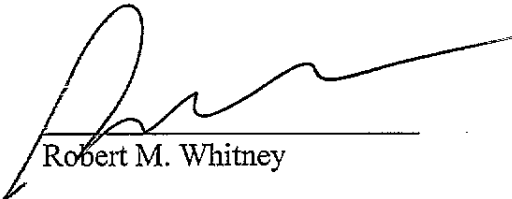
The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Robert M. Whitney	5564 West Oakland Park Blvd. Lauderhill, Florida 33313

**Article VIII**

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent. This corporation shall indemnify and insure it's officers and directors to the fullest extent by law either now or hereafter.

IN WITNESS HEREOF, I the undersigned, being the incorporator hereinbefore names, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of July, 1998.

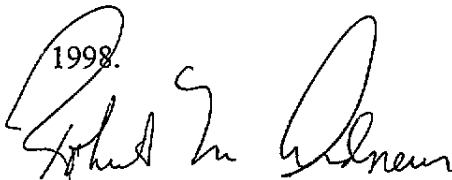
  
Robert M. Whitney

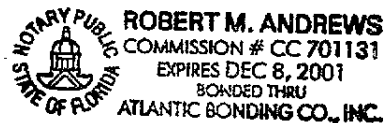
State of Florida

County of Broward

Before me, the undersigned authority, personally appeared Robert M. Whitney, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 14th day of July

1998.  
  
Notary Public, State of Florida  
at Large

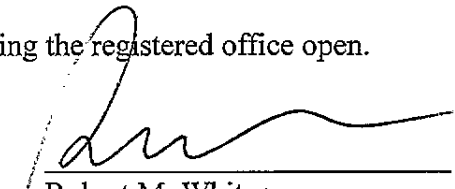


CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted.

First -- That Inverrary Orthopedic Rehab Center, Inc. Desiring to organize under the laws  
of the State of Florida, has named Robert M. Whitney, 5564 West Oakland Park Blvd.,  
Lauderhill, Florida 33313 as its statutory registered agent.

Having been named statutory agent of the above corporation at the place designated in this  
certificate I hereby accept the same and agree to act in this capacity, and agree to comply with  
provisions of Florida law relative to keeping the registered office open.



Robert M. Whitney  
Dated July 14, 1998

APPROVED  
AND  
FILED  
98 JUL 15 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA