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FILED
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FBI - TAMPA

March 9, 1995

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

RECEIVED
MAR 14 1995
FBI - TAMPA

Re: LIBERATO CHU, P.A.

Dear Sir or Madam:

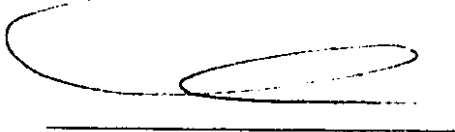
Enclosed please find the original and one copy of the Articles of Incorporation for LIBERATO CHU, P.A., plus my check in the amount of \$70.00.

After filing said Articles, please return a copy of same to me.

Thank you for your attention to this matter.

Sincerely,

ERNEST G. COLE, P.A.



ERNEST G. COLE

EGC/meb

Encs.

NANCY HENDRICKS MAR 14 1995

*ARTICLES OF INCORPORATION
OF
LIBERATO CHU, P.A.*

FILED
95 FEB 12 1991
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

The undersigned natural person, licensed or otherwise legally authorized to engage in the practice of physical therapy in the State of Florida, hereby forms a professional service corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

LIBERATO CHU, P.A.

The name of the corporation shall be LIBERATO CHU, P.A. The principal address is 4815 Westerly Drive, New Port Richey, Florida 34653.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of physical therapy and all its fields of specialization as are engaged in physical therapy in this state.
2. To engage and render the professional service involved only through it's officers, agents and employees who are physical therapists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and other types of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE III

CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is Five Hundred (500), One Hundred (100) of which will be issued at this time. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

Shares of the corporation's stock and certificates, therefore, shall be issued only to members of the profession in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of physical therapy is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

DURATION

The duration of this corporation is perpetual.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4815 Westerly Drive, New Port Richey, Florida 34653, and the name of the initial registered agent of this corporation at that address is LIBERATO CHU.

ARTICLE VII

DIRECTOR

It is intended that the corporation be managed by the shareholders without a board of directors.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

NAME

ADDRESS

LIBERATO CHU

4815 Westerly Drive, New Port Richey, Florida 34653

ARTICLE IX
AMENDMENT

(A) 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.

(B) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business unauthorized by Chapter 607, Florida Statutes. If there is a vacancy of the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he/she is an ineligible shareholder under Chapter 621, Florida Statutes; but he/she shall have no other voting right.

ARTICLE X

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional physical therapy services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his/her continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX (B) dealing with Amendments. Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes do not apply, then the restriction of this Article shall not thereafter apply; provided, however that until such amendment is effected, such person shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XI

RIGHTS OF SHAREHOLDERS WHOSE INTERESTS

TERMINATE UNDER ARTICLE X

If any shareholder of this corporation be required to terminate his/her financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article IX (B), the financial

interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him/her and any other amounts that are lawfully due and owing to him/her by the corporation, and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws of Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro

rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others

ARTICLE XIV
INDEMNIFICATION

(A) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnification in view of all

circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding or judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, agent, to repay such amount, unless it is ultimately determined that he/she is entitled to be indemnified by the corporation as authorized in this section.

(B) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(C) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(D) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross

negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders

(E) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and statues at the time of such payment of the litigation or threatened litigation.

(F) The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE XV

STOCK TRANSFERS

CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make

satisfactory arrangements for the purpose of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his/her death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: **"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."**

The effective date of these articles shall be upon filing.

Executed on March 9, 1995.

Liberato V. Chu

LIBERATO CHU

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LIBERATO CHU, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed, and I relied upon the following form of identification: () he produced the following as identification: _____ or (✓) he/she is personally known to me.

WITNESS my hand and official seal at New Port Richey, Pasco County, Florida, on this
2nd day of March, 1995.

Mary Ellen Blasi

Notary Public

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **LIBERATO CHU, P.A.**, described to and organized under the laws of the State of Florida, with it's principal office as indicated in the Articles of Incorporation at the City of New Port Richey, County of Pasco, State of Florida, has named:

LIBERATO CHU

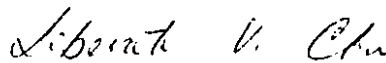
4815 Westerly Drive

New Port Richey, FL 34653

as it's agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



LIBERATO CHU

FILED
CLERK OF DISTRICT COURT
JAN 13 11 31 AM '11
NEW PORT RICHEY, FL