

CORPORATE
ACCESS,
INC.

F02000004805

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

9/18/02 *[Signature]*

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Foreign

1.)
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

W02-27211
J. BRYAN SEP 18 2002
J. BRYAN SEP 20 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 18, 2002

CORPORATE ACCESS, INC.

SUBJECT: PARAGON ACQUISITION, INC.
Ref. Number: W02000027211

We have received your document for PARAGON ACQUISITION, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 902A00053222

*Confirmed
Thanks
Gina*

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02 SEP 20 AM 10:52
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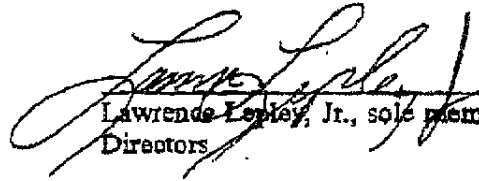
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Lawrence Lepley, Jr., do hereby certify that this Resolution of the Board of Directors of PARAGON ACQUISITION, INC., a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on September 19, 2002.

RESOLVED, that Paragon Acquisition, Inc., organized and existing in the State of Tennessee, hereby adopts the name "Paragon Rehabilitation of Tennessee, Inc." for use in Florida.

Dated: September 19, 2002



Lawrence Lepley, Jr., sole member of the Board of Directors

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Paragon Acquisition, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. May 8, 2002

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3014 Hedrick St., PH-5, Nashville, Tennessee 37203

(Principal office address)

Same as principal office address

(Current mailing address)

8. rehabilitation services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By: Charles A. Coyle

(Registered agent's signature)

Charles A. Coyle - Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence Lepley, Jr.

Address: 3014 Hedrick Street, PH-5

Nashville, Tennessee 37203

Director: _____

Address: _____

B. OFFICERS

President: Lawrence Lepley, Jr.

Address: 3014 Hedrick Street, PH-5

Nashville, Tennessee 37203

Vice President: Virgil Hockersmith
of Operations

Address: 3014 Hedrick Street, PH-5

Nashville, Tennessee 37203

Secretary: Lawrence Lepley, Jr.

Address: 3014 Hedrick Street, PH-5, Nashville, Tennessee 37203

~~Treasurer~~: Leigh Ann Thompson

Vice President of Finance

Address: 3014 Hedrick Street, PH-5, Nashville, Tennessee 37203

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Lawrence W. Lepley, Jr.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence Lepley, Jr., President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 09/16/2002
REQUEST NUMBER: 02259116
TELEPHONE CONTACT: (615) 741-6488
CHARTER/QUALIFICATION DATE: 05/08/2002
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0426564
JURISDICTION: TENNESSEE

TO: HARWELL HOWARD HYNE GABBERT & MANNER, PC
315 DEADERICK ST
SUITE 1800
NASHVILLE, TN 37238

REQUESTED BY: HARWELL HOWARD HYNE GABBERT & MANNER, PC
315 DEADERICK ST
SUITE 1800
NASHVILLE, TN 37238

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"PARAGON ACQUISITION, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/16/02

FROM:
HARWELL HOWARD HYNE GABBERT & MANNER
315 DEADERICK STREET
1800 1ST AMER CENTER
NASHVILLE, TN 37238-1800

RECEIVED: FEES \$80.00 \$0.00
TOTAL PAYMENT RECEIVED: \$80.00

RECEIPT NUMBER: 00003144322
ACCOUNT NUMBER: 00000511



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE