

Doc. No. Only  
**F95000002323**

**CT CORPORATION SYSTEM**  
Requestor's Name  
660 EAST JEFFERSON STREET  
Address  
TALLAHASSEE FL 32301 222-1092  
City State Zip Phone

800001484018  
-05/11/95--01044--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Cognitive Rehabilitation Institute, Inc.*

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fict. Filing       |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In  |   |   |
| <input type="checkbox"/> Mail Out            |   |   |

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

5/11/95  
3:00

PLEASE RETURN TO  
FILE STAMP  
TALLAHASSEE  
FLORIDA  
95 MAY 11 12:47  
FILED

**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:

Cognitive Rehabilitation Institute, Inc.

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

2. Texas

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

3. May 5, 1995

(Date of Incorporation)

4. Perpetual

(Duration)

5. 74-2745660

(Federal Employer Identification number, if applicable)

6. Upon Qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 322 Congress Avenue, Austin, Texas 78701

(Current mailing address)

8. Any and all lawful business including but not limited to health care

(Brief description of the nature of the business in which it is engaged in the State of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Newlin C. Herndon, Jr.

Jane A. Fish

Address: 322 Congress Avenue

322 Congress Avenue

Austin, Texas 78701

Austin, Texas 78701

Director: Richard L. Fish

Address: 322 Congress Avenue

Austin, Texas 78701

**FILED**  
95 MAY 11 PM 12 47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Officers:**

President: Newlin C. Herndon, Jr.

Address: 322 Congress Avenue  
Austin, Texas 78701

Vice President: Jane A. Fish

Address: 322 Congress Avenue  
Austin, Texas 78701

Secretary: Newlin C. Herndon, Jr.

Address: 322 Congress Avenue  
Austin, Texas 78701

Treasurer: Richard L. Fish

Address: 322 Congress Avenue  
Austin, Texas 78701

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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.

Registered agent's signature: [Signature]

(Officer)

Kirk Hood, Assistant Secretary

(Typed Name and Title of Officer)

12. 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.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jane A. Fish, Vice President

(Name and capacity of person signing application)

FILED  
95 MAY 11 12:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

**COGNITIVE REHABILITATION INSTITUTE, INC.**

were filed in this office and a certificate of incorporation was issued on  
**MAY 5, 1995;**

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.**

**FILED**  
95 MAY 11 PM 12:47  
SECRETARY OF STATE  
TALAHASSEE, FLORIDA

**IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on May 5, 1995.**



*Antonio O. Garza, Jr.*  
\_\_\_\_\_  
Antonio O. Garza, Jr.  
Secretary of State

CEB

# F95000002323

GRAVES, DOUGHERTY, HEARON & MOODY  
A PROFESSIONAL CORPORATION

515 CONGRESS AVENUE  
SUITE 2300  
AUSTIN, TEXAS 78701  
(512) 480-5600  
FAX: (512) 478-1976

OTHER LOCATIONS:  
KERRVILLE  
SAN ANTONIO

MAILING ADDRESS:  
POST OFFICE BOX 98  
AUSTIN, TEXAS 78767

WRITER'S DIRECT NUMBER:  
(512) 480-5642

July 29, 1996

Amendment Section  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400001909454  
-07/31/96--01041--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Cognitive Rehabilitation Institute, Inc.  
Physical Restoration Center-Gainesville, Inc.  
Physical Restoration Center-Ocala, Inc.  
AF Interests, Inc.

Ladies and Gentlemen:

Effective July 1, 1996, Cognitive Rehabilitation Institute, Inc., Physical Restoration Center-Gainesville, Inc., and Physical Restoration Center-Ocala, Inc. merged with and into AF Interests, Inc. which subsequently changed its name to Rehab Solutions, Inc. (all Texas corporations qualified to do business in your State). Accordingly, enclosed please find an original Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the following corporations:

1. Cognitive Rehabilitation Institute, Inc.;
2. Physical Restoration Center-Gainesville, Inc.; and
3. Physical Restoration Center-Ocala, Inc.

I have also enclosed three separate checks in the amount of \$87.50 for the filing fee and fee to obtain a certified copy for each filing.

Also enclosed please find the following documents enclosed to change AF Interests, Inc. name to Rehab Solutions, Inc.:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Original Certificate issued by the Texas Secretary of State stating name change; and
3. Our firm's check in the amount of \$87.50.

*Withdr.*

VS AUG 8 1996

APPROVED  
AND  
FILED  
95 JUL 31 PM 12:15  
TALLAHASSEE  
SECRETARY OF STATE

Amendment Section  
July 29, 1996  
Page 2

Divisions of Corporations

If the attached meets with your approval, please file and return the certified copies to me.

Thank you for your time and consideration in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

GRAVES, DOUGHERTY, HEARON & MOODY,  
A PROFESSIONAL CORPORATION

By:

  
Leslie B. Smathers, Paralegal

/lbs  
Enclosures

cc: David Herndon, Esq. (firm) (w/out enc.)

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

COGNITIVE REHABILITATION INSTITUTE, INC.  
(Name of Corporation)

Texas  
(Incorporated Under Laws Of)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 31 PM 12:15

APPROVED  
AND  
FILED

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o N.C. Herndon, 5450 Bee Cave Road, Building #3D,  
(Mailing Address)

Austin, Texas 78746  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Newlin C. Herndon, Jr.  
Signature

President  
Title

Newlin C. Herndon, Jr.  
Typed or printed name

7/25/96  
Date