



Prentice Hall Legal & Financial Services

ATTN: Andrea (904) 222-7405

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

U.S. Legal Services Company, Inc.

L95000000087

- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Domestication
- ☐ Fictitious Business Name
- ☐ Foreign - Profit
- ☐ Foreign - Non-Profit
- ☐ Limited Partnership
- ☒ Limited Liability
- ☐ Mtr. Veh.

- ☐ Merger
- ☐ Name Reservation
- ☐ Name Registration
- ☐ Non-Profit/Articles of Incorporation
- ☐ Other
- ☒ Profit/Articles of Incorporation
- ☐ Reinstatement
- ☐ Resignation of R.A., Off/Dir
- ☐ Trademark
- ☐ UCC/Filing 1
- ☐ UCC/Filing 3

- ☒ Certified Copy
- ☐ Photocopy
- ☐ Corporate Print-Out
- ☐ Fictitious/Owner Search

- ☐ CUS
- ☐ Good Standing
- ☐ R.A., Off/Dir Search

HI 3143 JAN 31 1995

(☒) Walk in () Call If Problem () Will Wait (☒) Pick up 1-31-12:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

1095-2173

BRANCH ORDERING: Mica BY: Andrea

BRANCH RECEIVING: FL BY: Andrea

REF/JOB # _____

CLIENT MATTER # _____

SAME DAY ☒ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR (☒) NO

DATE SENT: 1/31 MAIL FAX 1/31 FED EXP.

FILED: 1/31

SENT TO: BRANCH _____ CLIENT ☒

SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF ORGANIZATION OF
U.S. REHAB SERVICES COMPANY, L.C.

FILED
95 JUN 31 12:11:59

ARTICLE I

NAME

The name of the limited liability company is U.S. Rehab Services Company, L.C. (the "Limited Liability Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

13161 56th Court
Suite 203
Clearwater, Florida 34620

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

PURPOSE AND POWER

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

J.C.D. Corporation

c/o Charles L. Brown
13161 56th Court
Suite 203
Clearwater, Florida 34620

Gulf Coast Jewish Family and
Mental Health Services, Inc.

14041 Icot Boulevard
Clearwater, FL 34620

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Limited Liability Company upon the unanimous written consent of the then existing members. Capital contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the unanimous written consent of the non-transferring members of the Limited Liability Company.

ARTICLE VII

DISSOLUTION

The Limited Liability Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member; provided, however, that all of the remaining members may unanimously consent to the continuance of the Limited Liability Company's business notwithstanding the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member. The Limited Liability Company shall be dissolved upon the unanimous written consent of the members of the Limited Liability Company.

ARTICLE VIII

OPERATING AGREEMENT

The members of the Limited Liability Company may enter into an operating agreement to regulate the affairs of the Limited Liability Company; provided, however, that said operating agreement shall not contravene these Articles or the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, being the initial members of the Limited Liability Company, have executed these Articles this 24th day of January, 1995.

GULF COAST JEWISH FAMILY AND
MENTAL HEALTH SERVICES, INC.

ICD CORPORATION

By: M. Michael Bernstein By: Charles Ha
Its: President/CEO Its: President

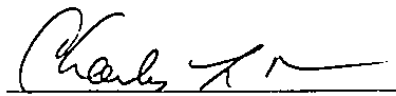
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is U.S. Rehab Services Company, L.C.
2. The name and address of the registered agent and office is:

Charles L. Brown
13161 56th Court
Suite 203
Clearwater, Florida 34620

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 provision 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.


Charles L. Brown

1-24-95
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representatives of each member of U.S. Rehab Services Company, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$200,000.00;
- 3) the agreed value of property other than cash contributed by the members is \$200,000.00, in the form of good will, and;
- 4) the total amount of cash or property anticipated to be contributed by members is \$400,000.00. This total includes amounts from 2 and 3 above.

GULF COAST JEWISH FAMILY AND
MENTAL HEALTH SERVICES, INC.

By: Michael Benjamin

Its: President

JCD CORPORATION

By: Carol

Its: President

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
JAN 31 AM 11:59
CLERK OF DISTRICT COURT
JAN 31 1989