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**To:**

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**From:**

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.****PALM SIDE REHAB CENTER, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**PALM SIDE REHAB CENTER, INC.**

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME OF THE CORPORATION**

The name of the corporation is PALM SIDE REHAB CENTER, INC. hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 107 N.E. 3<sup>rd</sup> Street, Hallandale, FL 33008.

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

Jeannette G. Andrews-Thompson  
6012 NW 7<sup>th</sup> Ave.  
Miami, FL 33127  
#0075124 (305) 751-8934

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**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 1450 S 28<sup>th</sup> Ave., Hollywood, FL 33021; and the registered agent at that office is ANDRE RAYMOND FONTAINE.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

BENONY E. DANIEL  
107 NE 3<sup>rd</sup> Street  
Hallandale, FL 33009

SERGE E. FONTAINE  
1450 S 28<sup>th</sup> Ave.  
Hollywood, FL 33021

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

ANDRE RAYMOND FONTAINE  
1450 S 28<sup>th</sup> Ave.  
Hollywood, FL 33021

IN WITNESS WHEREOF, I, ANDRE RAYMOND FONTAINE, the undersigned incorporator,  
have signed these Articles of Incorporation on this 18<sup>th</sup> day of January, 2000, and  
acknowledged the same to be my act.

  
ANDRE RAYMOND FONTAINE

STATE OF FLORIDA )

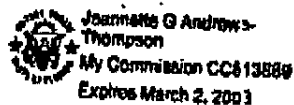
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of January,  
2000 by ANDRE RAYMOND FONTAINE, who personally appeared before me at the time of  
notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S  
LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson  
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PALM SIDE REHAB CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Hollywood, County of Broward, State of Florida, has named ANDRE RAYMOND FONTAINE, at 1450 S 28<sup>th</sup> Ave., in the City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation 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 provisions 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.

BY 

ANDRE RAYMOND FONTAINE

DATE: 1/18/00

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