

P00000015271

COVER LETTER

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

200003140022-7
-02/18/00--01080--011
*****43.75 *****43.75

SUBJECT: ARTICLES OF CORRECTION

Enclosed is an original and one(1) copy of the articles of correction and a check for \$43.75 for the Filing fees and a Certified copy of the documents

FROM: CARMEN DIAZ
7815 CORAL WAY SUITE 100
MIAMI FL 33155

TELEPHONE: (305) 265-0955

Articles of Correc
FILED
00 FEB 18 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS FEB 29 2000

ARTICLES OF CORRECTION

OF

FILED DOCUMENT NUMBER P00000015271

FILED
00 FEB 18 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of section 607.0124 or 617.0124, Florida Statutes, the following is submitted in compliance with said sections:

Please correct the name submitted in the following form:

NAME FILED INCORRECTLY:

C N W REHABILITATION MEDICAL CENTER INC

CORRECT NAME

C & W REHABILITATION MEDICAL CENTER INC



Signature/Incorporator

FILED

00 FEB -7 AM 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C N W REHABILITATION MEDICAL CENTER INC.

ARTICLE I

NAME

The name of the corporation is C N W REHABILITATION MEDICAL CENTER INC, and the mailing address is: 7815 Coral Way Suite 100, Miami, Fl. 33155.

ARTICLE II

NATURE OF BUSINESS

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient of proper for the accomplishment of any of the purpose or the attainment of any or all of the objects thereinbefore enumerated or incidental to the purposes and power herein named for the enhancement of the value of the property of the corporation or which at any time appear conductive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin is the date on which these articles of incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares"

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7815 Coral Way Suite.100, Miami Fl 33155, and the initial registered agent of this corporation is Ms. Carmen Diaz.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Director initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this corporation are:

Carmen Diaz

11960 SW 18 Terr. #22
Miami Fl 33175

Luis A Richardson

854 NW 87 avenue #407
Miami Fl 33172

ARTICLE VII

OFFICERS

The officers of the Corporation shall be as follows:

Carmen Diaz

PRESIDENT/SECRETARY

Luis A Richardson

VICEPRESIDENT

ARTICLE VIII

AMENDMENTS AND BY-LAWS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any class may be paid to holders of shares of any other class

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents or former Directors, Officers, employees or agents or any persons who may have served at its request as a Director, Officer, employee or agent or another corporation, partnership, joint venture, trust or any other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fully extent permitted by law. Said indemnification shall included but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made party by reason of his being or having been a Director, Officer, employee or agent as therein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII

INCORPORATION

The name and address of the person signing these articles as incorporators is:

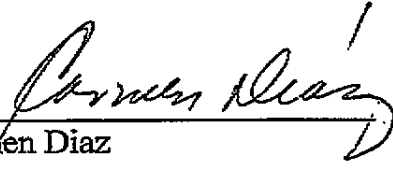
Carmen Diaz

11960 SW 18 Terr. #22
Miami Fl 33175

Luis A Richardson

854 NW 87 Avenue #407
Miami Fl 33172

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of FEBRUARY of 2000.


Carmen Diaz

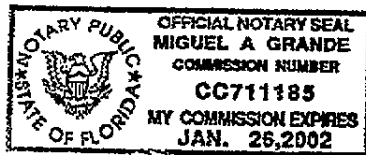

Luis A Richardson

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMIDADE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carmen Diaz and Luis A Richardson, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of FEBRUARY 2000.




Notary Public

CERTIFICATE DESIGNATING REGISTERED AGENT

FILED

00 FEB -7 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

C N W REHABILITATION MEDICAL SENTER INC, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Certificate of Incorporation, at the City of Miami, County of MiamiDade, State of Florida, has named Carmen Diaz, with the address of 7815 Coral Way #100, Miami Fl. 33155, as its agent to accept services 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.


Carmen Diaz
Registered Agent

SWORN TO AND SUBSCRIBED

Before me this 3 day of

FEBRUARY, 2000


Notary Public

