

P000000028662
6769-32756

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000012531 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Lisa Deane
Account Name : BOOSE, CASEY, CIKLIN, ET AL
Account Number : 076376001447
Phone : (561) 832-5900
Fax Number : (561) 833-4209

FLORIDA PROFIT CORPORATION OR P.A.

Genecco Rehabilitation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	045
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 21 AM 9:54

B. McKnight. MAR 22 2000

H00000012531 0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
100 MAR 21 AM 9:54

ARTICLES OF INCORPORATION
OF
GENECCO REHABILITATION, INC.

The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be Genecco Rehabilitation, Inc., located at 11134 Oakway Circle, Palm Beach Gardens, Florida 33410.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

Edwin C. Lunsford, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 867829

H00000012531 0

H00000012531 0

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Dollar and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, 19th Floor, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is Edwin C. Lunsford, Esq.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, is:

Edwin C. Lunsford, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 867829

H00000012531 0

H00000012531 0

Timothy Genecco

11134 Oakway Circle, Palm Beach Gardens, FL 33410

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

Timothy Genecco

11134 Oakway Circle, Palm Beach Gardens, FL 33410

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

Edwin C. Lunsford, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 867829

H00000012531 0

H00000012531 0

ARTICLE XI

Amendment

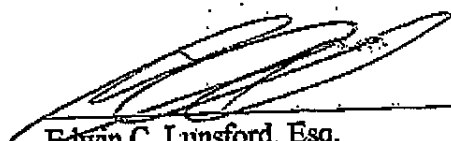
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 21st day of March, 2000.


Timothy Genecco

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Edwin C. Lunsford, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 21 AM 9:54

Edwin C. Lunsford, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
661-832-5900; Florida Bar No.: 867829

H00000012531 0