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ACCOUNT NO. : 072100000032

REFERENCE : 641058 10851A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pijoto

ORDER DATE : March 28, 2000

ORDER TIME : 10:34 AM

ORDER NO. : 641058-005

CUSTOMER NO: 10851A

CUSTOMER: Robert S. Kleinman, Esq
ROBERT S. KLEINMAN, ESQUIRE
ROBERT S. KLEINMAN, ESQUIRE
Suite 207
1701 West Hillsboro Boulevard
Deerfield Beach, FL 33442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 28 PM 3:38

DOMESTIC FILING

NAME: JULIA S. KLEINMAN, P.A.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 MAR 28 PM 3:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JULIA S. KLEINMAN, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 28 PM 3:38

The undersigned natural person, competent and licensed to practice occupational therapy in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, F.S. and Chapter 621, F.S., does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME, PRINCIPAL OFFICE & MAILING ADDRESS

The name of this corporation is JULIA S. KLEINMAN, P.A.

The principal office of this corporation shall be 1701 West Hillsboro Blvd., Suite 207, Deerfield Beach, FL 33442.

The mailing address of this corporation shall be 1701 West Hillsboro Blvd., Suite 207, Deerfield Beach, FL 33442.

ARTICLE II - PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of occupational therapy and all its fields and specializations as are engaged in by occupational therapists.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be occupational therapists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation stock and certificates shall be issued only to occupational therapists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV - DURATION

The corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT

The address of the corporation's initial registered office is 1701 West Hillsboro Blvd., Suite 207, Deerfield Beach, FL 33442 and the name of its initial registered agent at said address is ROBERT S. KLEINMAN.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is JULIA S. KLEINMAN, 1701 West Hillsboro Blvd., Suite 207, Deerfield Beach, FL 33442.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director is JULIA S. KLEINMAN, 1701 West Hillsboro Blvd., Suite 207, Deerfield Beach, FL 33442.

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INFORMAL DIRECTOR ACTIONS

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as through it had been authorized at a meeting of the Board of Directors.


ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

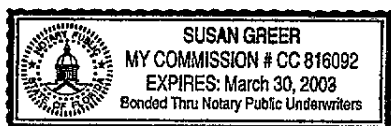
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 27th day of March, 2000.



JULIA S. KLEINMAN
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that the foregoing Articles of Incorporation was executed and acknowledged before me this 27th day of March, 2000 by JULIA S. KLEINMAN, who is personally known to me.




Notary Public

Acceptance by Registered Agent

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the purpose and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.



ROBERT S. KLEINMAN
Registered Agent

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