

LAW OFFICES  
**FREEDMAN & McCLOSKEY**  
PROFESSIONAL ASSOCIATION  
SUITE 700, SOUTHTRUST TOWER  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

R. McCLOSKEY  
Y R. FREEDMAN

TELEPHONE (954) 764-3800  
TELECOPIER (954) 764-2840

May 1, 2000  
**P00000044986**

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

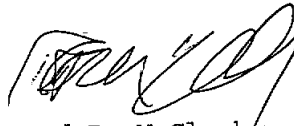
Re: Achieve Rehab & Fitness, Inc.

Dear Sir/Madam:

I have enclosed this firm's check no. 1662 in the amount of \$70.00 as filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. Please return to me one file stamped copy of the articles in the envelope enclosed. Thank you.

Very truly yours,

FREEDMAN & MCCLOSKEY, P.A.

  
Reed B. McClosky

RBM/fjm

Enclosures

FILED  
00 MAY -3 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
5405

ARTICLES OF INCORPORATION  
OF  
ACHIEVE REHAB & FITNESS, INC.

FILED  
00 MAY -3 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Achieve Rehab & Fitness, Inc.  
9900 Griffin Road  
Cooper City, FL 33328

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one hundred shares of common stock with no par value.

#### ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Freedman & McClosky, P.A  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

#### ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be three (3), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer Bicknese	12921 N.W. 2nd Street Apt. 203 Pembroke Pines, FL 33028
Scott Freedman	801 N.W. 98 Avenue Plantation, FL 33324
Todd Allen	2646 Oakmont Weston, FL 33332

#### ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	<u>Office</u>
Jennifer Bicknese	President
Scott Freedman	Vice-President
Todd Allen	Secretary/Treasurer

ARTICLE VIII

The name and address of the incorporator is:

Reed B. McClosky, Esq.  
Freedman & McClosky, P.A.  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

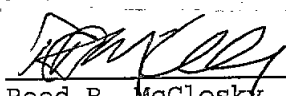
ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

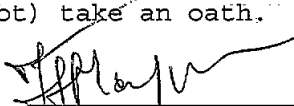
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28<sup>th</sup> day of April 2000.

  
\_\_\_\_\_  
Reed B. McClosky  
Incorporator

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 2000, by Reed B. McClosky, who is personally known to me or who has produced \_\_\_\_\_ as

identification and who did (did not) take an oath.

  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT**

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of Achieve Rehab & Fitness, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

FREEDMAN & McCLOSKEY, P.A.

Date: April 28, 2000.

BY:   
REED B. McCLOSKEY, as President

FILED  
00 MAY 13 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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