

# P00000064343

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## LAZARUS CORPORATE FILING SERVICE

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(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MIAMI MEDICAL AND REHABILITATION  
(Corporation Name) (Document #)
2. CENTER, INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED RECEIVED  
 00 JUL -3 PM 4:07  
 00 JUN 30 AM 10:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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EFFECTIVE DATE  
6-29-00

Examiner's Initials

T BROWN JUL - 3 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 30, 2000

LAZARUS

MIAMI, FL

SUBJECT: MIAMI MEDICAL AND REHABILITATION CENTER, INC.  
Ref. Number: W00000016754

We have received your document for MIAMI MEDICAL AND REHABILITATION CENTER, INC.. However, the document has not been filed and is being returned for the following:

NEED DATE OF EXECUTION AND ACKNOWLEDGEMENT IN ORDER TO HAVE THIS DATE AS EFFECTIVE DATE OF FILING.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 300A00037021

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUL -3 AM 10: 31

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**EFFECTIVE DATE**  
9-29-00

**FILED**  
00 JUL -3 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI MEDICAL AND REHABILITATION CENTER , INC.**

**ARTICLE I. NAME**

The name of this corporation is:

**MIAMI MEDICAL AND REHABILITATION CENTER , INC.**

**ARTICLE II. DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III. PURPOSE**

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

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is ten thousand shares non par value.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **4100 S. RED ROAD, SOUTH MIAMI, FL 33155** and the name of the initial registered agent of this corporation at that address is **CRISTINA SUAREZ**.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two directors initially and two subscribers. The number of directors and officers may be either increased or diminished from time to time by the bylaws. The name and address of the initial Directors/Subscribers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<b>CRISTINA SUAREZ (PRESIDENT) (VICE PRESIDENT)</b>	<b>4100 S. RED ROAD S. MIAMI, FL 33155</b>

The name and address of the initial officer of this corporation who will serve as President is:

<u>NAME</u>	<u>ADDRESS</u>
<b>CRISTINA SUAREZ</b>	<b>4100 S. RED ROAD S. MIAMI, FL 33155</b>

The name and address of the initial officer of this corporation who will serve as

Vice-President:

NAME

ADDRESS

CRISTINA SUAREZ

4100 S. RED ROAD  
S. MIAMI, FL 33155

#### ARTICLE VIII. INCORPORATOR

The name and address of the persons signing these articles are:

NAME

ADDRESS

CRISTINA SUAREZ

4100 S. RED ROAD  
S. MIAMI, FL 33155

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### ARTICLES X. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

#### ARTICLE XI. DIRECTORS' COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII. DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

### ARTICLE XIII. REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accomplished by an action requiring or constituting an amendment of the articles of incorporation.


### ARTICLE XIV. INDEMNIFICATION

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

### ARTICLE XV. AMENDMENT

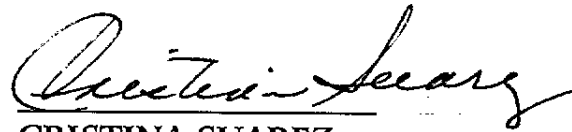
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 22 day of June, 2000.

  
CRISTINA SUAREZ  
SUBSCRIBER

**FILED**  
00 JUL -3 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



CRISTINA SUAREZ  
4100 S. RED ROAD  
S. MIAMI, FL 33155