

*PO00000108649*  
*James W. Bauman*

Attorney At Law

November 17, 2000

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P. O. Box 6217  
Tallahassee, FL 32314

Re: STRATUS MANAGEMENT SYSTEMS, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



James W. Bauman, Esq.

/hm  
Enclosures

FILED  
00 NOV 20 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

11-21  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**STRATUS MANAGEMENT SYSTEMS, INC.**

FILED  
00 NOV 20 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: **STRATUS MANAGEMENT SYSTEMS, INC.**

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be:

650 Island Way, Apt. 601  
Clearwater, Florida 33767

**ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 50,000 shares of common stock having a par value of \$1.00.

**ARTICLE IV**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. In addition, and more specifically, this Corporation shall function as a health care rehabilitation organization, including but not limited to speech therapy, physical therapy and occupational therapy.

**ARTICLE V**

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

**ARTICLE VI**

The Registered Agent and the street address of the initial Registered Office of

this Corporation in the State of Florida shall be:

James W. Bauman  
1008 Drew Street  
Clearwater, Florida 33755

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII

The name of the initial sole director of this Corporation and his street address is:

Jerry Lewis  
601 Island Way, Apt. 601  
Clearwater, Florida 33767

#### ARTICLE IX

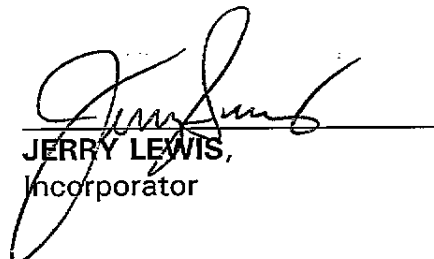
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jerry Lewis  
601 Island Way, Apt. 601  
Clearwater, Florida 33767

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 17 day of November, 2000.

  
JERRY LEWIS,  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, a Notary Public, personally appeared **JERRY LEWIS**, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 17<sup>th</sup> day of November, 2000.

  
Notary Public

My Commission expires:




**CERTIFICATE OF DESIGNATION  
OF RESIDENT AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident agent/registered office in the State of Florida.

1. The name of the corporation is **STRATUS MANAGEMENT SYSTEMS, INC.**
2. The name and address of the resident/registered agent and office is:

James W. Bauman  
1008 Drew Street  
Clearwater, Florida 33755

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
**JAMES W. BAUMAN,**  
Resident Agent

November 17, 2000  
Date

FILED  
00 NOV 20 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399