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ALLAN R. KNIGHT
ATTORNEY AND COUNSELOR AT LAW

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01 JAN 24 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 12th 2001

Florida Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: "First Florida Diagnostic and Rehabilitation Center Inc."

Gentlemen:

Enclosed please find 1 original and 3 copies of the Articles of Incorporation of "First Florida Diagnostic and Rehabilitation Center Inc."

I have also enclosed a check in the amount of \$70.00 payable to the Secretary of State to cover the following costs of incorporation:

| | |
|------------------|----------------|
| Filing Fees | \$35.00 |
| Registered agent | <u>\$35.00</u> |
| | \$70.00 |

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-01/24/01--01071--011
*****70.00 *****70.00

Please incorporate "First Florida Diagnostic and Rehabilitation Center Inc." and return the Certificate of Incorporation, along with a copy of the Articles of Incorporation to me as soon as possible.

With Regards,
Allan R. Knight

ARK/aab

encl. Alexia Bouza GAVE

AUTHORIZATION BY PHONE TO
Article IV
CHECKED the due date
DATE 1/25/01
DOC. # 34

ARTICLES OF INCORPORATION OF

***“First Florida Diagnostic and
Rehabilitation Center Inc.”***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

“First Florida Diagnostic and Rehabilitation Center Inc.”

ARTICLE TWO

DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE

PURPOSE:

The purpose of this corporation is for the general conduct of business in and out of the State of Florida and to perform and engage in any General Corporation Act.

ARTICLE FOUR

SHARES:

The aggregate number of shares which the corporation has Authority to issue is 100, all of which shall be common shares of \$ 1.00 par value.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive

rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation and its PRINCIPLE PLACE OF BUSINESS is:

First Florida Diagnostic and Rehabilitation Center Inc.
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

The name and address of the initial registered agent is:

Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of one (1) member. The name and address of the First Board of Directors is:

Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

ARTICLE EIGHT
INCORPORATORS:

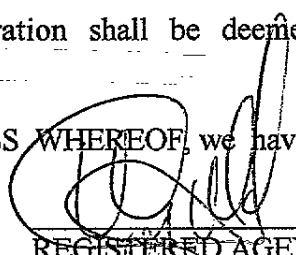
The names and addresses of the initial incorporators are:

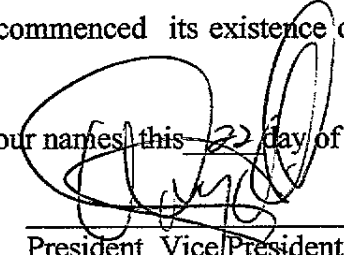
Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

ARTICLE NINE
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to have commenced its existence on the date of filing.

IN WITNESS WHEREOF, we have subscribed our names this 22 day of January 2001.


REGISTERED AGENT
Chairman of the Board
Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014


President, Vice President
Secretary and Treasurer
Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

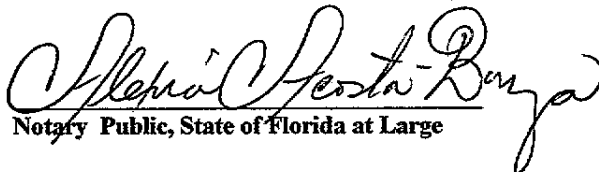
IN THE STATE OF FLORIDA
COUNTY OF MIAMI-DADE SS:

Before me, a Notary Public of the State of Florida, City of Miami, County of Miami-Dade, U.S.A. at large, on this 22 day of January 2001 personally appeared; **Manuel A. Trujillo** Fla. Driver's License #T-624-541-64-347-0, known to me to be the person whose name is subscribed to the above instrument, and he acknowledged to me that he executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official seal, this 22 day of January 2001.



Alexia Acosta-Bouza
MY COMMISSION # CC858602 EXPIRES
July 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

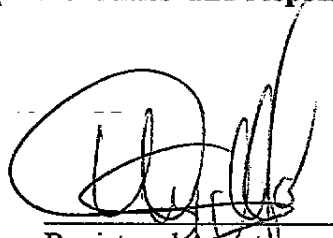

Notary Public, State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for "First Florida Diagnostic and Rehabilitation Center Inc." at the place designated in the Articles of Incorporation, I agree to comply with the provisions of The Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Date: 1/22 2001.



Registered Agent
Manuel A. Trujillo
1665 West 68th Street
Suite 208
Hialeah, Florida 33014

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