

TFC *P01000048151*

FILED
01 MAY 11 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOARD OF DIRECTORS

Officers
Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer
Members
Reginald Clyne, Esq.
John A. Hall
Congresswoman Carrie P. Meek
Garth C. Reeves
Dorothea Stewart
Elaine H. Black
Executive Director

May 8, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/14/01--01070--031
*****78.75 *****78.75

Subject: Articles of Incorporation to be filed.

Dear Mrs. Brown:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of business, and a money order for filing fees for the following:

No	Company Name	CK/MO #	Amount
1.	META Cultural and Developmental Assoc., Inc.	1239	\$78.75
2.	Jewel Homehealth Services, Inc..	06-152075287	\$78.75
3.	Gem Rehab, Inc.	06-152075286	\$78.75
4.	Organization For Social Economical Deveopment of Simon, Inc.	9479644075	\$78.75
5.	TOTAL		\$315.00

Please file both the Articles and Certificate of Designation for the corporation. Thank you kindly.

Sincerely
Crystal M. Connor, Esq.
Crystal M. Connor, Esq.
Legal Department

Encls.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.
6015 N.W. 7th Avenue • Miami, FL 33127 • (305) 751-8934 • Fax (305) 751-1619
E-mail: tfc@tfc.org • Web Site: http://www.tfc.org

BROWN MAY 15 2001

ARTICLES OF INCORPORATION

OF

GEM REHAB, INC.

FILED
01 MAY 11 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **GEM REHAB, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 18383 NW 27TH AVENUE, MIAMI, FL 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate.

The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3836 SW 70TH AVENUE MIRAMAR, FL 33023; and the registered agent at that office is **HERMAN E. VERNON**

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have THREE(3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

WAYNE A. MARTIN
10181 NW 3RD STREET
PEMBROKE PINES, FL
33026

HERMAN E. VERNON
3836 SW 70TH AVENUE
MIRAMAR, FL 33023

JANET C. ABRAHAM
5001 CLEVELAND ST.
HOLLYWOOD, FL 33021

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

HERMAN E. VERNON
3836 SW 70TH AVENUE
MIRAMAR, FL 33023

IN WITNESS WHEREOF, **HERMAN E. VERNON**, the undersigned incorporator, have signed these Articles of Incorporation on this 8th day of May, 2001, and acknowledged the same to be my act.

Herman E. Vernon
HERMAN E. VERNON

STATE OF FLORIDA)

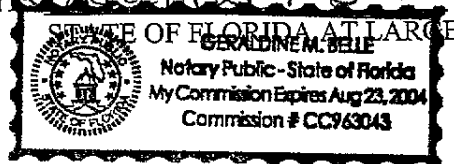
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of May, 2001 by, **HERMAN E. VERNON** who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Geraldine M. Belle

PRINT: Geraldine M. Belle



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following
is submitted, in compliance with said Acts:

First--That **GEM REHAB, INC.** desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at City of MIRAMAR, County of
BROWARD, State of Florida, has named **HERMAN E. VERNON**, at 3836 SW 70TH AVENUE, in
the City of MIRAMAR, County of BROWARD, State of Florida, as its agent to accept service of process
within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered 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.

BY: *Herman E. Vernon*
HERMAN E. VERNON

DATE: May 8, 2001