

PG10000049166

UNIVERSAL THERAPY & REHABILITATION CENTERS, INC.

10778 Dalmany Way
Royal Palm Beach, FL 33411

May 9, 2001

200004214232--1

-05/14/01--01031--007

****128.75 ****78.75

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

Re: Universal Therapy & Rehabilitation Centers, Inc.

05/20/01

To whom it may concern:

1 28.75
Enclosed please find the Articles of Incorporation of the above referenced corporation together with my check in the amount of \$122.50. Please file these Articles of Incorporation and forward the Corporate Charter to the undersigned in the enclosed self addressed stamped envelope as soon as possible.

If you need anything further at this time, please contact me by phone.

Very truly yours,

Randall Effler

RANDALL EFFLER
(561) 753-0056

MS/bjb

Enc.

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

78MTH MAY 17 2001

4

ARTICLES OF INCORPORATION
OF
UNIVERSAL THERAPY & REHABILITATION CENTERS, INC.

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be UNIVERSAL THERAPY & REHABILITATION CENTERS, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to engage in and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares at \$5.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 10778 Dalmany Way, Royal Palm Beach, FL 33411.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Director.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

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

ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is Randall Ross Effler, 10778 Dalmany Way, Royal Palm Beach, FL 33411.

ARTICLE X

The name and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
RANDALL ROSS EFFLER	10778 Dalmany Way Royal Palm Beach, FL 33411	President
DAVID ALAN DYER	1304 CAMBRIDGE DR. Shelby, NC 28152	Vice President
MARC DOM	5158 Elpine Way Palm Beach Gardens, FL 33418	Vice President

ARTICLE XI

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: RANDALL EFFLER, 10778 Dalmany Way, Royal Palm Beach, FL 33411.

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.

Randall Effler
RANDALL EFFLER

IN WITNESS WHEREOF, I, the undersigned, being the incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 10 day of May, 2001.

Randall Effler
RANDALL EFFLER

STATE OF FLORIDA:
COUNTY OF Palm Beach

BEFORE ME the undersigned authority personally appeared, RANDALL EFFLER, to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that he executed the same for the purposes therein expressed.

✓ personally known or
 produced as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Royal Palm Beach Palm Beach County, Florida on this 10 day of May, 2001.

My commission expires:



Faith Bell
Notary Public, State of Florida

Faith Bell

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