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Reply To: TAMPA

May 24
March 9, 2001

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-05/29/01--01147--022
*****78.75 *****78.75

RE: **ACTIVE REHAB, INC.**

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation for the above named corporation for filing in your office, together with a copy which I would appreciate receiving back from you duly certified.

Additionally, enclosed is our check in the amount of \$78.75 for the filing fee and a certified copy of the Articles of Incorporation.

Thank you in advance for your assistance in this matter.

Sincerely,

Marcia Smith

Marcia Smith, Paralegal

Enc.

01 MAY 29 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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D. WHITE JUN - 5 2001

**ARTICLES OF INCORPORATION
OF
ACTIVE REHAB, INC.**

FILED

01 MAY 29 PM 2:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

LEE KADOSA, M.D. incorporator, the undersigned, hereby organizes for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be **ACTIVE REHAB, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock the corporation is authorized to have outstanding at any time is One Hundred Thousand (100,000) shares, all of which shall be common shares in one class only, each with a no par value of \$.00 per share.

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 7208 North Sterling Avenue, Tampa, Florida 33614. The name and address of the initial registered agent of this Corporation is Lee Kadosa, M.D. 7208 North Sterling Avenue, Tampa, Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one (1).

ARTICLE VIII - ADDRESSES

The name and street address of the member of the first Board of Directors are as follows:

***LEE KADOSA, M.D.
7208 North Sterling Avenue
Tampa, FL 33614***

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles are as follows:

***LEE KADOSA, M.D.
7208 North Sterling Avenue
Tampa, FL 33614***

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person in the amounts set opposite his name:

<i>LEE KADOSA, M.D.</i>	500 Shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers, or their assigns, shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws, and the transaction of such other business as may come before the meeting.

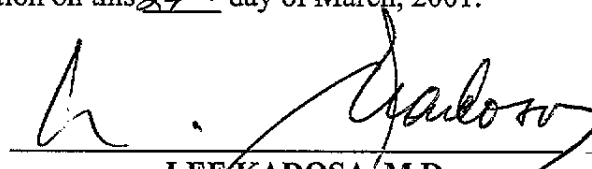
ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation on this 24th day of ~~March~~^{MAY}, 2001.



LEE KADOSA, M.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared LEE KADOSA, M.D., who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed same for the purpose therein expressed.

^{MAY} WITNESS my hand and official seal in the above named County and State this 24th day of ~~March~~, 2001.



NOTARY PUBLIC, STATE OF FLORIDA



Marcia J. Smith
MY COMMISSION # CC925595 EXPIRES
June 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

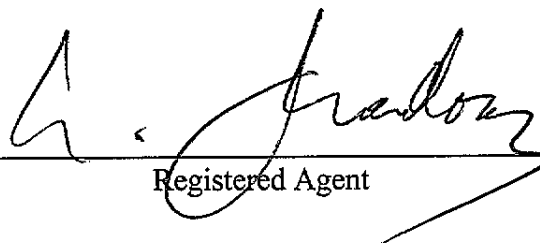
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Charter 48.091, Florida Statutes, the following is submitted:

That **ACTIVE 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 Tampa, County of Hillsborough, State of Florida, has named Lee Kadosa, M.D., located at 7208 North Sterling Avenue, City of Tampa, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By: 
Registered Agent

FILED
01 MAY 29 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA