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TRANSMITTAL LETTER

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

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-05/27/01--01057--007
*****70.00 *****70.00

SUBJECT: AaLLiance Rehab. Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Mary Giannamore
Name (Printed or typed)
1038 Castaway Blvd.
Address
Vero Beach, Florida 32963
City, State & Zip
561-231-0760
Daytime Telephone number

FILED
01 JUN 27 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6-28-01
K9C

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I Name

The name of the corporation shall be: AaLLiance Rehab. Inc.

Article II Principal Office

The principal place of business of this corporation shall be
1038 Castaway Blvd. Vero Beach, Florida 32963

Article III Purpose; Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation. The specific purpose for which the corporation is formed is to provide Physical, Occupational and Speech Rehabilitation Services.

Article IV Manner of Electing Directors

The manner in which the directors are elected or appointed is as follows:

The chairman of the board of directors shall appoint two directors at the corporation's annual meeting for a term of two years. The board of directors upon inception of the corporation are:

Mary Giannamore, 1038 Castaway Blvd. Vero Beach, Florida 32963
(Chairman)

Arquimedes Lopes, 200 Miami Ave. Indialantic, Florida 32903

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SECRETARY OF STATE

Article V
Corporate Officers

Upon inception of the corporation, the corporate officers shall be as follows:

Mary Giannamore, 1038 Castaway Blvd. Vero Beach, Florida 32963
President, Treasurer & Secretary
Arquimedes Lopes, 200 Miami Ave. Indialantic, Florida 32903
Vice- President.

Selection of corporate officers shall thereafter be regulated by bylaws enacted by the board of directors.

Article VI
Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two (2) shares of common stock having a par value of \$15.00 each. Each stockholder shall have one vote per each share of stock owned by the stockholder. Transfer of shares of stock is restricted to stockholders.

Article VII
Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are

Mary Giannamore, 1038 Castaway Blvd. Vero Beach, Florida 32963

Article VIII
Incorporators

The name and address of the incorporators to these Articles of Incorporation are:

Mary Giannamore, 1038 Castaway Blvd. Vero Beach, Florida 32963
Arquimedes Lopes, 200 Miami Ave. Indialantic, Florida 32903

**Shareholder's Statement of Consent as to
Taxable Status under Subchapter S**

Mary Giannamore, the undersigned, as stockholders of
AaLLiance Rehab. Inc. CORPORATION, hereby consents and agrees to
the Corporation's election under Section 1372(a) to be treated as a "Small
Business Corporation" for income tax purposes. It has been explained to me that
the taxable income of the Corporation, to the extent that it exceeds dividends
distributed in money out of earnings and profits of the taxable year, will be taxed
directly to shareholders (rather than to the Corporation) to the extent that it
would have constituted a dividend if it had been distributed on the last day of
the Corporation's taxable year.

Mary Giannamore 6/9.01
Shareholder Date

**Article IX
Term of Existence**

This corporation shall exist perpetually.

yes

Mary Gannamou
Signature/Incorporator

6.19.01
Date

[Signature]
Signature/Incorporator

6.19.01.
Date

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 familiar with and accept the obligations of my position as registered agent.

Mary Gannamou
Signature/Registered Agent

6.19.01
Date