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01 AUG - 2 PM 3:41
FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.
ADVANCE REHABILITATION & WELLNESS CENTER, INC.

| | |
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ADVANCE REHABILITATION & WELLNESS CENTER, INC.**

I, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE 1.0 - NAME

The name of this corporation shall be ADVANCE REHABILITATION & WELLNESS CENTER, INC. and its address shall be 12188 SW 137 TERRACE, MIAMI, FL 33186

ARTICLE 2.0 - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE 3.0 - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State of Florida.

ARTICLE 4.0 - CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- 4.01 DESIGNATION. The stock of this corporation shall be known as Common Stock.
- 4.02 AUTHORIZED. The maximum number of shares of Common Stock that this corporation may issue is one hundred (100) shares.
- 4.03 PAR VALUE. Each share of Common Stock shall have the par value of One Dollar (\$1).
- 4.04 CONSIDERATION. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- 4.05 NON-ASSESSABILITY. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- 4.06 VOTING RIGHTS. Each share of Common Stock shall entitle the owner of record to one (1) vote upon each proposal presented at meetings of the stockholders of the corporation.
- 4.07 DIVIDENDS. Record holders of Common Stock are entitled to receive their pro rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

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4.08 LIQUIDATION RIGHTS. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE 5.0 - INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal/Registered Office of this corporation shall be with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name of the initial Registered Agent of this corporation is Alejandro Muelle, Esq. located at the address of 1450 MADRUGA AVENUE, SUITE 206, CORAL GABLES, FL 33146.

ARTICLE 6.0 - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) Directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The name and address of the first Directors of the Corporation who shall hold office for the first year or until their successors are duly elected and qualified shall be:

| NAME | ADDRESS |
|-------------------|---|
| JOLIANNE GONZALEZ | 2753 WEST TRADE AVENUE MIAMI, FL 33133 |
| SUZANNE OJEDA | 12188 SW 137 TERRACE MIAMI, FL 33186 |

ARTICLE 7.0 - BY LAWS

The power to adopt, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders who may designate certain articles, which the Board of Directors may not change.

ARTICLE 8.0 - SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

If a quorum is present, and the shareholder voting results in a deadlock of fifty percent (50%) so that no action may be taken, then the issue is to be resolved by mediation conducted by a party to be determined by the shareholders.

ARTICLE 9.0 - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

ARTICLE 10.0 - COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation .

ARTICLE 11.0 - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

ARTICLE 12.0 - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present at the meeting or, if any director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty one percent (51%) of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE 13.0 - INDEMNIFICATION

This corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due for any indebtedness of such stockholders to the corporation.

ARTICLE 14.0 - DIVIDENDS

Dividends may be paid to the shareholders out of the unreserved and unrestricted earned surplus of the corporation. Dividends payable in shares of any class may be paid to the holders of shares of any other class.

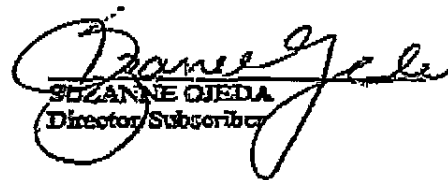
ARTICLE 15.0 - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained herein these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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In Witness Whereof, we the undersigned, being the original subscriber to the capital stock hereinafore named, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the numbers of shares herein above set forth, and hereunto set our hands and seals this 1st day of AUGUST, 2001.


SUZANNE OJEDA
Director/Subscriber

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ADVANCE REHABILITATION & WELLNESS CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Miami-Dade, 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 state corporation, at a place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Alejandro Muelle, Esquire
Resident Agent

STATE OF FLORIDA)S.S.
COUNTY OF MIAMI-DADE)

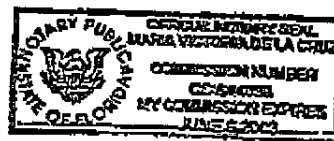
BEFORE ME, the undersigned authority, personally appeared Alejandro Muelle, Esq. to me known to be the person described in and who executed the foregoing Certificate, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the State of Florida, county of Dade this 1st day of AUGUST, 2001.

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NOTARY PUBLIC (SEAL)

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS