

P010000081270

LANGDON ACCOUNTING & TAX SERVICE INC.

02 JAN 22 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 10, 2002

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

800004788868--2
-01/22/02--01091--004
*****78.75 *****78.75

RE: Corporation Amendment Filing

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Amendment to the Articles of Incorporation for Aurora Rehab Center, Inc. Also enclosed is a check in the amount of \$ 78.75 as the appropriate filing fee (\$35.00), Registered Agent Designation (\$35.00), and Certificate of Status (\$8.75).

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Allen E. Langdon, Ph.D.

Langdon Accounting & Tax Service, Inc.
Attn: Allen E. Langdon, Ph.D.
P.O. Box 850
Osprey, FL 34229-0850

00706
X 00789, 00664, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

Langdon Accounting & Tax Service, Inc.
Attn: Allen E. Langdon, Ph.d
P.O. Box 850
Osprey, FL 34229-0850

SUBJECT: AURORA REHAB CENTER, INC.
Ref. Number: P01000081270

We have received your document for AURORA REHAB CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 102A00004431

*Corrections
made.*

Sorry.

Thanks.

ALL P. 8c/Ph.D

RECEIVED
02 FEB 13 PM 1:02
DIVISION OF CORPORATIONS

FILED
02 JAN 22 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Aurora Rehab Center, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following amendments are hereby repealed and removed from the original Articles of Incorporation of the Corporation:

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

ARTICLE III. PURPOSE

ARTICLE IV. SHARES.

ARTICLE V. OFFICERS/DIRECTORS.

ARTICLE VI. REGISTERED AGENT.

ARTICLE VII. INCORPORATOR

SECOND: The following amendments hereby replace or are added to the Articles of Incorporation of the Corporation:

ARTICLE II. - EFFECTIVE DATE.

The effective date of the corporation shall be August 13, 2001.

ARTICLE III. - PRINCIPAL OFFICE

The principal office of the Corporation shall be at 1037 South US 41 Bypass, Venice, Florida 34292. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE IV. - MAILING ADDRESS

The mailing address of the Corporation shall be 1037 South US 41 Bypass, Venice, Florida 34292. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE V. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI. - INCORPORATOR.

The name and address of the incorporator is:

Linda M. Herrera, PT

401 Bay Crest Drive

Venice, Florida 34285

ARTICLE VII. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE VIII. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 1,000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE IX. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE X. - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 125 First Avenue, Nokomis, FL 34275, and in the name of the registered agent of this Corporation at that address is Allen E. Langdon, Ph.D.

ARTICLE XI. - BOARD OF DIRECTORS

The Corporation shall have Two (2) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the Directors of this Corporation are:

Linda M. Herrera, PT

401 Baycrest Drive

Venice, FL 34285

Amy B. Cole, LMT, PTA

5635 Midnight Pass Road, Unit 1014

Sarasota, FL 34242

ARTICLE XII. - CUMULATIVE VOTING

All Shareholders are entitled to a cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

ARTICLE XIII. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XIV. - AMENDMENT

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

THIRD: CLARIFICATION: The Articles of Incorporation of Aurora Rehab Center, Inc. should read in its entirety as follows:

ARTICLE I. - NAME.

The name of the corporation shall be Aurora Rehab Center, Inc.

ARTICLE II. - EFFECTIVE DATE.

The effective date of the corporation shall be August 13, 2001.

ARTICLE III. - PRINCIPAL OFFICE

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Linda M. Herrera, PT

401 Baycrest Drive

Venice, FL 34285

Amy B. Cole, LMT, PTA

5635 Midnight Pass Road, Unit 1014

Sarasota, FL 34242

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ARTICLE XIV. - AMENDMENT

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

FOURTH: Acceptance:

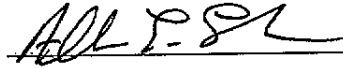
The undersigned, being all of the Officers, Directors, and Stockholders of the Corporation, has executed these Articles of Amendment to Articles of Incorporation as of this 10th day of January, 2002.

X Linda M. Herrera, PT/President & Stockholder
Linda M. Herrera, PT / President & Stockholder

X Amy B. Cole, LMT, PTA/Vice-president & Stockholder
Amy B. Cole, LMT, PTA / Vice-President & Stockholder

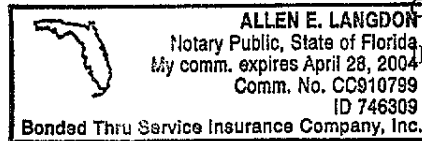
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th of January, 2002, by Linda M. Herrera, PT, described as the President & Stockholder, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.



My Commission Expires: 04/28/2004

Notary Public: Allen E. Langdon



Commission No: CC 910799
ID No: 746309

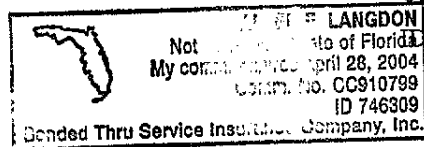
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of January, 2002, by Amy B. Cole, LMT, PTA, described as the Vice-President & Stockholder, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.



My Commission Expires: 04/28/2004

Notary Public: Allen E. Langdon



Commission No: CC 910799
ID No: 746309

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

Aurora Rehab Center, Inc.

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Amendment to the Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 10th day of January, 2002

By:

Allen E. Langdon, Ph.D.

Allen E. Langdon, Ph.D.

Registered Agent

FILED
02 JAN 22 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA