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H. STRATTON SMITH III, P.A.

ATTORNEY AT LAW

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611 W. AZEELE STREET

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX (813) 224-8570

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

TO: Secretary of State

*In an effort to improve our efficiency and expedite our service, we have developed this form. Please take appropriate action on the enclosed documents.*

RE: Shires Physical Therapy, Inc.

ACTION



PLEASE FILE/RECORD

FYI

SIGN, WITNESS, NOTARIZE

DOCUMENTS

The following original documents: or  The following document copies:

Articles of Incorporation

Acceptance of Registered Agent

Check for \$78.75 (filing fee plus Certified Copy)

H. STRATTON SMITH III, P.A.

By: Susan Smith

Date: 10/26/01

If there are any questions or  
concerns, please call us @ 1-800-966-1604  
Thank you.

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ARTICLES OF INCORPORATION  
OF  
SHIRES PHYSICAL THERAPY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, having legal competency to contract, hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is **SHIRES PHYSICAL THERAPY, INC.**

The initial principal place of business shall be 611 W. Azeele Street, Tampa, Florida., 33606, and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in and conduct any lawful business or activities permitted under the laws of Florida and the United States, or any other jurisdiction.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to have a maximum number of shares of stock outstanding at any one time of Twelve Million (12,000,000), shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent shall be H. Stratton Smith, III, Esq., and the initial Registered Office shall be 611 W. Azeele Street, Tampa, Florida 33606.

## ARTICLE V - DURATION

The Corporation shall have perpetual existence.

## ARTICLE VI - SPECIAL PROVISION

It is intended that the Corporation qualify under section 1244 of the Internal Revenue Code.

## ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to the limitations contained in these Articles of Incorporation or provided by law. The number of directors constituting the Board of Directors of the Corporation shall not be less than one (1) upon and following the appointment of the initial Board of Directors.

## ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
H. Stratton Smith, III, Esq.	611 W. Azeele Street Tampa, Florida 33606

**IN WITNESS WHEREOF**, the undersigned incorporator, directors, and registered agent has executed these Articles of Incorporation this 26<sup>th</sup> day of October,  
2001.



H. Stratton Smith, III  
H. Stratton Smith, III, Incorporator

## ACCEPTANCE OF REGISTERED AGENT FOR SHIRES PHYSICAL THERAPY, INC.

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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: October 26, 2001

  
H. Stratton Smith, III, Resident Agent

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SECKI, CLERK OF STATE  
TALLAHASSEE, FLORIDA