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FLORIDA PROFIT CORPORATION OR P.A.

Derias Comprehensive, P.A.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 29, 2002

MCLIN, BURNSED

SUBJECT: DERIAS COMPREHENSIVE, P.A.  
REF: W02000002532

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**ARTICLES OF INCORPORATION  
OF  
DERIAS COMPREHENSIVE, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being licensed and authorized to practice physical therapy by and within the State of Florida and acting as incorporator of a corporation under the Professional Service Corporation Act (Chapter 621, Florida Statutes), adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is Derias Comprehensive, P.A.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING  
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 112 Tara Oaks Circle, Lady Lake, Florida 321259.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five thousand (5,000) shares of common stock all of one class, having a nominal or par value of ONE CENT (\$.01) per share.

None of the shares of the professional services corporation may be issued to anyone other than an individual duly licensed to practice physical therapy in the State of Florida, or to a professional limited liability company authorized to render physical therapy services in the State of Florida.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 112 Tara Oaks Circle, Lady Lake, Florida 321259. The name of the initial registered agent of this corporation at that address is Onsi Derias.

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#### ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Onsi Derias, 112 Tara Oaks Circle, Lady Lake, Florida 321259.

#### ARTICLE VI. PURPOSE

The purpose for which this corporation is formed is to engage in every aspect of the practice of physical therapy. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

#### ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify any person to the full extent permitted by law.

#### ARTICLE VII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice physical therapy in the State of Florida or accepts employment that places

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restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of January, 2002.

Onsi Derias

Onsi Derias, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT:

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Onsi Derias

Onsi Derias

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 28 day of January by Onsi Derias, Incorporator, who are personally known to me or ✓ produced Florida as identification.

Driver's License

[SEAL]

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA  
(Signature of Notary)



\_\_\_\_\_  
(Typed name of Notary)

\_\_\_\_\_  
(Commission Number)

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