

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
Tel (904) 224-8870 • Fax (850) 342-8062 • Fax (850) 222-1222

PO2000033778

Active Rehabilitation, Inc.

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-03/27/02--01056--008
*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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MAR 27 AM 11:13
TALLAHASSEE FLORIDA

FILED
2002 MAR 27 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signature _____

Requested by: SK 3/27/02 10:25
Name Date Time

Walk-In _____ Will Pick Up _____

SK 3/28/02

ARTICLES OF INCORPORATION
OF
ACTIVE REHABILITATION, INC.

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ARTICLE I - NAME

The name of this Corporation is ACTIVE REHABILITATION, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 835 East 10th Avenue, Hialeah, Florida 33010. The name and address of the initial registered agent for the Corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 1455 NW 14th Street, Miami, Florida 33125.

ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Michael K. Scholz	835 East 10 th Avenue, Hialeah, Florida 33010

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Michael K. Scholz	President, Vice President, Secretary and Treasurer

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 1455 NW 14th Street, Miami, Florida 33125.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 26th day of March, 2002.



BENJAMIN R. METSCH
(Incorporator)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)


Before me, a Notary Public authorized in the State and County set forth above, personally appeared BENJAMIN R. METSCH, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of ACTIVE REHABILITATION, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of March, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:

 Ninnette M Ortiz
My Commission CC874295
Expires September 26, 2003

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 26th DAY OF March, 2002.



BENJAMIN R. METSCH

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