

Division of Corporations

Page 1 of 2 P. 1

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STEVEN SILVERMAN, P.A.
Account Number : I20010000144
Phone : (305) 666-6111
Fax Number : (305) 670-8114

FLORIDA PROFIT CORPORATION OR P.A.

Arthritis Rehab Centers of America, Inc.

OB 9/26 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTHRITIS REHAB CENTERS OF AMERICA, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: ARTHRITIS REHAB CENTERS OF AMERICA,
INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

452 W. 51st Place
Hialeah, Florida 33012

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

9500 South Dadeland Boulevard, Suite 550
Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

STEVEN SILVERMAN, P.A.
9500 South Dadeland Boulevard, Suite 550
Miami, Florida 33156

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Anthony de la Cruz, President
452 W. 51st Place
Hialeah, Florida 33012

Rafael Rey, Vice-President
452 W. 51st Place
Hialeah, Florida 33012

Michael Newman, Secretary
8250 SW 95th Street
Miami, Florida 33156

Patricia Newman, Treasurer
8250 SW 95th Street
Miami, Florida 33156

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Michael Newman
8250 SW 95th Street
Miami, Florida 33156

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

INDEMNIFICATION

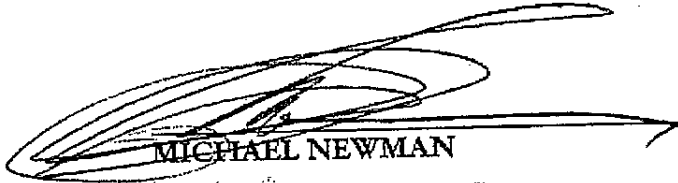
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21 day of September, 2002.


MICHAEL NEWMAN

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE } SS:

Before me, the undersigned authority, personally appeared, MICHAEL NEWMAN, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 21 day of September, 2002


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Steven Silverman

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:
That **AMERICAN REHABILITATION CENTERS, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at City of Miami, State
of Florida, has named **STEVEN SILVERMAN**, located at 9500 South Dadeland Boulevard,
Suite 550, Miami, Florida 33156, as its agent to accept service of process within Florida.


STEVEN SILVERMAN

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Dated this 21 day of September 2002


STEVEN SILVERMAN

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