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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LAZARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TOTAL REHAB CENTER, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)



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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

CB10-3

**ARTICLES OF INCORPORATION**

**OF**

**Total Rehab Center, Inc.**

**FILED**

**02 OCT -3 PM 12:51**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is Total Rehab Center, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually. The Corporation existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having \$1 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE FOR BUSINESS**

The name and street address of the Initial Registered Agent of this Corporation is:

Barbara Mendoza  
323 SW 195 Ave.  
Pembroke Pines, Florida 33029

The street address of the principal office of business of this corporation is:

2565 N. Hiatus Road  
Cooper City, Florida 33026

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affair of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

The corporation shall have two (2) directors initially. The number of directors may be either increased or decrease from time to time by the By-Laws. The names and addresses of the initial directors of the corporation are as follows:

1. Dr. Kirk McVay -President  
2565 N. Hiatus Road  
Cooper City, Florida 33026

2. Jose Mendoza-Vice President  
323 SW 195 Ave  
Pembroke Pines, Florida 33029

#### **ARTICLE VII - OFFICERS**

The name and address of the officer of the corporation who shall hold office for the first year of the corporation, or until it's successor is elected or appointed is as follows:

Dr. Kirk McVay-President  
2565 N. Hiatus Road  
Cooper City, Florida 33026

Jose Mendoza-Vice-President  
323 SW 195 Ave  
Pembroke Pines, Fl 33029

## **ARTICLE VIII -BYLAWS**

The power to adopt, alter, amend or repeal the bylaws shall be vested in the board of Directors and Shareholders.

## **ARTICLE IX -INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, officers, directors, employee, or agent of the corporation, or any person who at the request at the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

## **ARTICLE X- AMENDMENT**

This corporation reserves the right to amend or repeal any prior provision contained in these Article of Incorporation or any amendment thereof.

## **ARTICLE X1 - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is as follows:

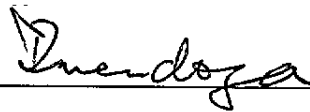
Lorna Owens Esq.  
20 Island Ave.  
Ste. 903  
Miami Beach, Florida 33139

The undersigned has executed these Articles this <sup>th</sup> day of October 2002.

  
\_\_\_\_\_  
LORNA H. OWENS  
"INCORPORATOR"

Having been named as registered agent and to accept service of process at the place designated in the Article, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: October 1, 2002

  
\_\_\_\_\_