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

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

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2002 DEC -3 AM 8:03
TALLAHASSEE FL 32310A

FLORIDA PROFIT CORPORATION OR P.A.

PARTNERS IN HEALTH F.O.R.M.E. MEDICAL AND REHAB CENT

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FILED**ARTICLES OF INCORPORATION** 2002 DEC -3 AM 8:03

TALLAHASSEE FLORIDA

OF**PARTNERS IN HEALTH F.O.R.M.E. MEDICAL
AND REHAB CENTERS, INC.**

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: NAME

The name of the corporation is PARTNERS IN HEALTH F.O.R.M.E. MEDICAL AND REHAB CENTERS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 100 E. Sample Rd., Suite 130, Pompano Beach, FL 33064.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Barry S. Mittelberg, Esq., 8100 N. University Drive, #102, Ft. Lauderdale, FL 33321.

ARTICLE V: INCORPORATOR

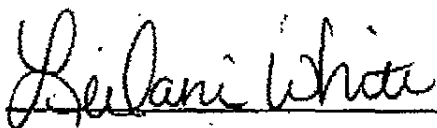
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Director of the corporation is President, Dr. Henry R. Sanon, 100 E. Sample Rd., Suite 130, Pompano Beach, FL 33064.

The undersigned has executed these Articles of Incorporation this 3rd day of December 2002.

"Capital Connection, Inc. by Leilani White, Client Representative"



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Partners In Health F.O.E.M.E. Medical and Rehab
Centers, Inc.

2. The name and street address of the registered agent and office is:

Barry S. Mittelberg, Esq.8100 N. University Drive, #102Ft. Lauderdale, Florida 33321

HAVE 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 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.

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