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# Philip E. Goss, Jr., L.L.C.

Attorney at Law

Office 305.668.7116 Telefax 305.668.7189 E-mail peglawyer@aol.com

1172 South Dixie Highway P.M.B. 188 Coral Gables, FL 33146

Philip E. Goss, Jr. .

April 30, 2003

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: RAJ Physical Rehabilitation Center, P.A.

Dear Sir/Madam:

Enclosed please find the corporate articles of incorporation and fee for the above referenced corporation. Please direct the executed copy to me at your convenience. Thank you.

Very truly yours,

Philip E. Goss, Jr.

cc: Client

# ARTICLES OF INCORPORATION

 $\mathbf{OF}$ 

# CONTRACTOR OF THE PARTY OF THE RAJ PHYSICAL REHABILITATION CENTER,

The undersigned incorporator to these Articles of Incorporation, hereby forms a professional service corporation for the practice of physical therapy Pursuant to the laws of state of Florida, chapters 621 and 486, Florida Statutes.

#### ARTICLE I

#### NAME

The name and address of the corporation shall be:

# RAJ PHYSICAL REHABILITATION CENTER, P.A. 35 MEADOWS PARK LANE **BOYNTON BEACH, FL 33436**

# ARTICLE II

# NATURE OF BUSINESS

This corporation is organized for sole and specific purpose of rendering professional and licensed physical therapy services, as defined by chapter 486, FLORIDA STATUTES.

# ARTICLE III

# CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable. Shares of stock may only be issued to individuals who are licensed to practice law within the state of Florida.

#### ARTICLE IV

#### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgement of these articles of incorporation, which is the 1<sup>st</sup> day of May 2003.

# ARTICLE V

# REGISTERED AGENT AND INITIAL OFFICE

The Registered agent and the street address of the initial Registered Office of the Corporation shall be:

Nagaraja Tiruvalam, RPT 35 Meadows Park Lane Boynton Beach, FL 33436

The board of directors may from time to time, move the Registered Office to any other office address in the state of Florida.

#### ARTICLE VI

#### PREEMPTIVE RIGHTS

Every share holder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

#### ARTICLE VII

# **DIRECTORS**

This corporation shall have one (1) Director, initially.

The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

Nagaraja Tiruvalam, RPT 35 Meadows Park Lane Boynton Beach, FL 33436

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

## ARTICLE IX

# INCORPORATOR

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

Nagaraja Tiruvalam, RPT 35 Meadows Park Lane Boynton Beach, FL 33436

# ARTICLE X

#### CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

# ARTICLE XI

#### <u>AMENDMENT</u>

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting

by a majority vote of the stock holders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 16<sup>th</sup> day of April 2003.

Nagaraja Tiruvalam, RPT

State Of Florida

County Of Palm Beach

BEFORE ME, a notary public, personally appeared Nagaraja Tiruvalam, RPT to me known to be the person described as incorporator or who has produced Florida Driver's License T614-620-52-121-0 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Palm Beach

County Florida, this 16th day of April 2003.

THOMAS A. SHEEHAN
MY COMMISSION # CC893525
EXPIRES: Dec 7, 2003
Y Fla. Notary Service & Bonding Co.

My Commission Expires. D/

Mom Affeeta NOTARY PUBLIC CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN

THIS STATE, NAMING AGENT UPON WHOM PROCESS

MAY BE SERVED

In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

That Raj Physical Rehabilitation Center, P.A., desiring to organize under the laws of the state of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Nagaraja Tiruvalm. RPT

35 Meadows Park Lane, Boynton Beach, Fl 33436, County of Palm Beach, state of Florida, as its agent to accept service of process within this state.

# ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of and Act relative to keeping open said Office.

Nagaraja Tiruvalam, RPT