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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

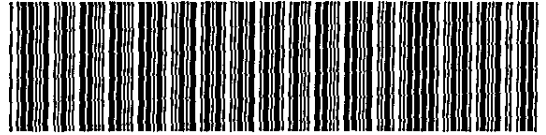
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN -4 PM 1:15

6-9-03  
10.

# Total Tax Accounting, Inc.

Mailing Address:

P. O. Box 881  
Lutz, FL 33549-0881

112 Rusch Plaza, N. Dale Mabry  
Land O' Lakes--Lutz, Florida  
Phone: (813) 949-4441

Date:

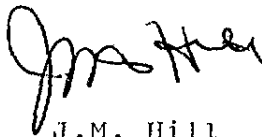
Florida Department of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, Fl. 32314

Dear Sirs:

Enclosed you will find Articles of Incorporation  
for Julius Cabero Physical Therapy and check # 1011  
Scum, Inc. covering the various fees in the amount of \$ 78.75

Trusting to hear from you soon that this corporation  
has been accepted and assigned a document number.  
Thanking you in advance for all your cooperation  
in this matter.

Very truly yours,



J.M. Hill

Enclosures

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN -4 PM 1:15

ARTICLES OF INCORPORATION  
FOR  
JULIUS CUBERO PHYSICALTHERAPY SERVICES, INC.

WE, THE UNDERSIGNED INCORPORATION, HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE WITH THE SECRETARY OF THE STATE OF FLORIDA THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE JULIUS CUBERO PHYSICAL THERAPY SERVICES, INC.

ARTICLE II

THE DURATION OF THIS CORPORATION IS PERPETUAL.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION OR THE PURPOSE OF THIS CORPORATION SHALL BE AS FOLLOWS:

- A. TO OWN AND OPERATE A PHYSICAL THERAPY SERVICE.
- B. TO ENGAGE IN ANY LAWFUL ENTERPRISE, WHETHER COMMERCIAL, INDUSTRIAL OR AGRICULTURAL, CALCULATED OR DESIGNED TO BE PROFITABLE TO THIS CORPORATION.
- C. TO ENGAGE GENERALLY IN ANY AND ALL BUSINESSES AND MATTERS INCIDENTAL TO OR CONNECTED WITH THE FOREGOING IN ANY WAY OR MANNER.
- D. TO ENGAGE GENERALLY IN, DO AND PERFORM ANY ENTERPRISES, ACT OR VOCATION THAT A NATURAL PERSON MIGHT OR COULD DO OR PERFORM.
- E. TO MANUFACTURE, PURCHASE OR OTHERWISE ACQUIRE, TO OWN, AND TO MORTGAGE, PLEDGE, SELL, ASSIGN OR OTHERWISE DISPOSE OF, AND TO INVEST, TRADE, DEAL IN AND DEAL WITH GOODS, WARES, MERCHANDISE AND REAL AND PERSONAL PROPERTY OF EVERY CLASS AND DESCRIPTION.
- F. TO PURCHASE, LEASE AND HOLD REAL AND PERSONAL PROPERTY AND IN ANY ESTATE AND INTEREST THEREIN AND CHOICES IN ACTION SECURED THEREBY, TO IMPROVE, MANAGE, SELL, MORTGAGE, LEASE, AND OTHERWISE DISPOSE OF ANY PROPERTY, TO LOAN MONEY UPON SUCH PROPERTY AND TO TAKE MORTGAGES ON THE SAME, AND TO TRANSACT ALL OR ANY OTHER BUSINESS WHICH MAY BE NECESSARY OR INCIDENTAL OR PROPER TO THE EXERCISE OF ANY AND ALL OF THE AFORESAID PURPOSES OF THE CORPORATION.

ARTICLE IV

- G. TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN ANY LEGAL MANNER FOR ANY LAWFUL PURPOSE.
- H. TO GUARANTEE, PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS ISSUED BY, OR EVIDENCES OF INDEBTEDNESS CREATED BY, ANY OTHER CORPORATION OR CORPORATIONS, AND WHILE OWNING SAID STOCK TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THEREON.
- I. TO PURCHASE, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK
- I. TO ACQUIRE, ENJOY, UTILIZE AND DISPOSE OF PROPERTY, COPYRIGHTS, TRADEMARKS, AND ANY LICANSSES OR OTHER RIGHTS ON INTEREST THEREIN AND THEREUNDER.
- J. IN GENERAL TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH THE FOREGOING AND TO HAVE AND EXERCISE ALL POWERS CONFERRED BY THE LAW OF THE STATE OF FLORIDA UNDER CORPORATIONS FORMED UNDER THE GENERAL CORPORATION ACTS OF THE STATE OF FLORIDA, AND TO DO ANY AND ALL THESE THEREINBEFORE SET FORTH TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO. THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATED OR SPECIAL POWERS OF THIS CORPORATION.

ARTICLE V

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF COMMON STOCK WITH THE PAR VALUE OF \$1.00 PER SHARE.

ARTICLE VI

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 10415 OAKBROOK DRIVE, TAMPA, FLORIDA 33624.

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS J. MCGILL HILL/

ARTICLE VII

THERE SHALL BE A BOARD OF DIRECTORS FOR THIS CORPORATION WHICH SHALL BE:

JULIUS R CUBERO	LETICIA CUBERO
10415 OAKBROOK DRIVE	10415 OAKBROOK DRIVE
TAMPA, FLORIDA 33524	TAMPA, FLORIDA 33524

ARTICLE VIII

THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN ONE OR MORE THAN NINE MEMBERS, THE NUMBER OF THE SAME TO BE FIXED BY THE STOCKHOLDERS OR BY THE CORPORATION BY-LAWS. EACH OF THE SAID DIRECTORS SHALL BE OF FULL AGE AND AT LEAST ONE OF THEM SHALL BE A CITIZEN OF THE UNITED STATES. A QUORUM FOR THE TRANSACTION OF BUSINESS SHALL BE A MAJORITY OF THE DIRECTORS QUALIFIED AND ACTIVE, AND THE ACT OF THE MAJORITY OF THE DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE DIRECTORS. SUBJECT TO THE BY-LAWS OF THIS CORPORATION, MEETING OF THE DIRECTORS MAY BE HELD WITHIN AND WITHOUT THE STATE OF FLORIDA. DIRECTORS NEED NOT BE STOCKHOLDERS. THE STOCKHOLDERS OF THIS CORPORATION MAY REMOVE ANY DIRECTOR FROM OFFICE AT ANY TIME WITH OR WITHOUT CAUSE.

ARTICLE IX

THE NAME AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO, SUBJECT TO THESE ARTICLE OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION, AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTANCE OF THIS CORPORATION OR UNTIL AN ELECTION IS HELD BY THE STOCKHOLDERS FOR THE ELECTION OF PERMANENT DIRECTORS OR UNTIL THEIR SUCCESSORS HAVE BEEN DULY ELECTED AND QUALIFIED ARE:

JULIUS R CUBERO	LETICIA CUBERO
10415 OAKBROOK DR	10415 OAKBROOK DR
TAMPA, FL. 33524	TAMPA, FL. 33524

ARTICLE X

NO CONTRACT OF OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE ELECTORS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT THE INTEREST OF THE PARTY BE DISCLOSED OR SHALL BE KNOWN TO THE BOARD OF DIRECTORS OF THIS CORPORATION. ANY DIRECTOR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTANCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF THEY WERE NOT SUCH OFFICERS OR DIRECTORS OF THIS CORPORATION.

ARTICLE XI

THE POWER TO ADOPT THE BY-LAWS OF THIS CORPORATION, TO ALTER, AMEND OR REPEAL THE BY-LAWS OR TO ADOPT NEW BY-LAWS, SHALL BE VESTED IN THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED HOWEVER, THAT ANY BY-LAWS ARE AMENDED OR REPEALED BY VOTE OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, OR A NEW BY-LAW IN LIEU THEREOF MAY BE ADOPTED BY VOTE OF THE STOCKHOLDERS, ENTITLED TO VOTE THEREON. NO BY-LAWS WHICH HAVE BEEN AMENDED, ALTERED OR ADOPTED BY SUCH VOTE OF THE STOCKHOLDERS MAY BE ALTERED, AMENDED OR REPEALED BY VOTE OF THE DIRECTORS UNTIL TWO YEARS SHALL HAVE EXPIRED SINCE SUCH ACTION BY VOTE OF THE STOCKHOLDERS.

THE BY-LAWS OF THIS CORPORATION SHALL BE FO THE GOVERNING OF THE CORPORATION ANY MAY CONTAIN ANY PROVISION OR REQUIREMENT FOR THE MANAGEMENT OR CONDUCT OF THE CORPORATION PROVIDED THE SAME ARE NOT INCONSISTANT WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION OR CONTRARY TO EXISTING LAWS,

**STATE OF FLORIDA  
OFFICE OF THE  
SECRETARY OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR COMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED AS PER ARTICLE VI OF THIS CORPRATION.**

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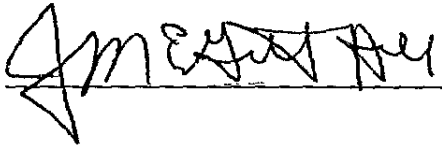
IN PURSUANCE OF CHAPTER 47.34 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT JULIUS CUBERO PHYSICA THERAPY SERVICES, INC A CORPORATION DULY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 10415 OAKBROOK DRIVE TAMPA FL 33524.

HAS NAMED J. MCGILL HILL, TOTAL TAX ACCOUNTING, INC, 1628 N DALE MABRY, P O BOX 881, LUTZ, FLORIDA 33549-0881 AS ITS AGENT TO ACCEPT PROCESS WITHIN THIS STATE.

**ACKNOWLEDGEMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED AND IT THIS CERTIFICATE, I HEREBY ACCEPT AND WILL ACT IN THIS CAPACITY AND DO HEREBY AGREE TO COMPLY WITH THE PROVISION OF SAID ACT TO KEEP OPEN SAID OFFICE.

 REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN -4 PM 1: 15

*[Handwritten Signature]*

(  ) who is personally known to me, or  
(  ) who produced the following identification:

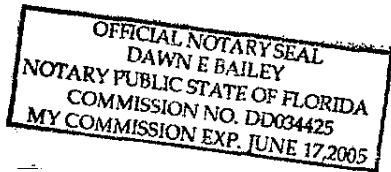
FIELD - Julius Cubero

Robert Thomas Blevins      Cynthia Carter  
(Witness-Print Name)      Witness- Print Name

Julius Cubero and \_\_\_\_\_  
and each of the witnesses personally appeared before  
me at the time of notarization and after being given the  
oath and having been sworn, acknowledged signing the  
foregoing document in the presence of each other.

*[Handwritten Signature]*  
NOTARY PUBLIC

DAWN BAILEY  
Print Name



[Signature]

( ) who is personally known to me, or  
(  ) who produced the following identification:

FL DL

Alma Blair Thomas Blavins

Cynthia Carter

(Witness-Print Name)

Witness- Print Name

Leticia Cubero and  
and each of the witnesses personally appeared before  
me at the time of notarization and after being given the  
oath and having been sworn, acknowledged signing the  
foregoing document in the presence of each other.

[Signature]  
NOTARY PUBLIC

**DAWN BAILEY**

Print name

