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FLORIDA PROFIT CORPORATION OR P.A.

florida medical and rehab, inc.

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ARTICLES OF INCORPORATION

OF

FLORIDA MEDICAL AND REHAB, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **FLORIDA MEDICAL AND REHAB, INC.**

ARTICLE II. NATURE OF BUSINESS

This Corporation shall engage in operating a medical facility that is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is 1199 N.E. 139th Street, North Miami, Florida 33161. The mailing address is the same.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

Jean-Paul Metellus
1199 N.E. 139th Street
North Miami, Florida 33161

ARTICLE V. PRESIDENT

The initial President of the corporation shall be Marc Y. Jean-Jacques whose address shall be the same address as the principal office.

Prepared By: Sandra Duchesne, Esq.
3868 Sheridan Street
Hollywood, Florida 33021
(954) 965-5002

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ARTICLE VI. VICE PRESIDENT

The initial Vice President of the corporation shall be Jean-Paul Metellus whose address shall be the same as the principal office of the corporation.

ARTICLE VII. SECRETARY AND TREASURER

The initial Secretary and Treasurer of the corporation shall be Nicole Georges Domingue whose address shall be the same as the principal office of the corporation.

ARTICLE VIII. CORPORATE CAPITALIZATION

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE IX. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X. TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI. TITLE

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1199 N.E. 139th Street, North Miami, Florida 33161. The name of the initial registered agent of the Corporation, JEAN-PAUL METELLUS located at 1199 N.E. 139th Street, North Miami, Florida 33161.

ARTICLE XIII. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

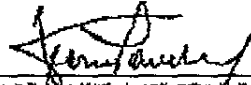
ARTICLE XVI. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE XVII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 28th day of July, 2003.



JEAN-PAUL METELLUS
Incorporator

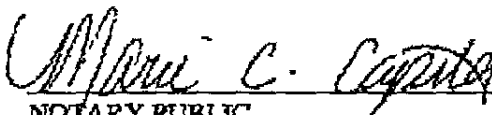
STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing Articles of Incorporation of FLORIDA MEDICAL AND REHAB, INC. was acknowledged before me this 28th day of July 2003 by JEAN-PAUL METELLUS who is personally known to me or has produced identification



Maria C. Capita
My Commission DD158756
Expires October 21, 2006



NOTARY PUBLIC

My Commission Expires:




Sandra Duclina-Baker
My Commission DD24000
Expires June 05, 2007

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ACKNOWLEDGMENT OF REGISTERED AGENT

JEAN-PAUL METELLUS having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 
 JEAN-PAUL METELLUS

Date: July 28, 2003

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 TALLAHASSEE, FLORIDA

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