

Division of Corporations

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**P03000105433**

## Florida Department of State

Division of Corporations  
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P & G MEDICAL REHAB CENTER INC.**

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TALLAHASSEE, FLORIDA

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**EXAMINER**



May 6, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

P & G MEDICAL REHAB CENTER INC.  
2901 W. BUSCH BLVD.  
SUITE 801  
TAMPA, FL 33618

SUBJECT: P & G MEDICAL REHAB CENTER INC.  
REF: P03000105433

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: H10000110850  
Letter Number: 310A00011427

Fax Audit No. H10000110850 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
P & G MEDICAL REHAB CENTER INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **P & G MEDICAL REHAB CENTER INC.**, approves and adopts the following Amended and Restated Articles of Incorporation:

**I.**

**Name**

The name of the Corporation is **P & G MEDICAL REHAB CENTER INC.**

**II.**

**Term of Existence**

The corporation will have perpetual existence.

**III.**

**Principal Office**

The principal office of the Corporation is 2901 W. Busch Blvd., Tampa, Florida 33618 and the mailing address of the Corporation is 8401 Barrett Place, Tampa, FL 33617.

**IV.**

**Nature of Business and Purposes**

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida.

**V.**

**Capital Stock**

The Corporation is authorized to issue 1000 shares of Common Stock.

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## VI.

Directors

The number of directors shall be fixed, and may be increased or decreased from time to time, as provided in the bylaws of the Corporation, provided that the Corporation will always have at least one (1) director.

## VII.

Registered Office and Agent

The street address of the registered office of the Corporation is 8401 Barrett Place, Tampa, Florida 33617 and the name of its registered agent at such address is Jose Pujols.

## VIII.

Bylaws

The Board of Directors is authorized to make, adopt, amend, alter or repeal the bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the bylaws of the Corporation.

## IX.

Indemnification

The Corporation shall indemnify any director or officer, or any former director or officer of the Corporation to the extent set forth in the bylaws of the Corporation.


## X.

Amendment

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, a duly elected officer of the Corporation has signed these Amended and Restated Articles of Incorporation as of May 5, 2010.

P &amp; G MEDICAL REHAB CENTER INC.

By   
Juan David Hernandez  
Its. President

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**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF P & G MEDICAL REHAB CENTER INC.**

The undersigned, Juan David Hernandez, President of P & G Medical Rehab Center Inc. (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Board of Directors of the Corporation recommended by written consent on May 5, 2010, that the shareholders approve, and shareholders having approved by written consent on May 5, 2010, the number of votes cast by the shareholders being sufficient for such approval, in accordance with Sections 607.1003 and 607.1006 of the Act, the Corporation's Amended and Restated Articles of Incorporation attached hereto.

2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of the State of Florida for filing in accordance with Section 607.1007 of the Act.

**P & G MEDICAL REHAB CENTER INC.**

By 

Juan David Hernandez

Its: President

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **P & G Medical Rehab Center Inc.**, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 5<sup>th</sup> day of May, 2010.

REGISTERED AGENT:

By: 

Jose Pujols