

12-18-03 142 From HUNTON WILL AM 305 810 2460 588 P 001/005 F-985
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BASIC AMENDMENT

DIRECT OCCUPATIONAL THERAPY SERVICES, INC.

Certificate of Status	1
Certified Copy	1
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12-18-03

14:27

From-HUNTON WILLIAMS

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T-599 P.002/005 F-965

CERTIFICATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DIRECT OCCUPATIONAL THERAPY SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Direct Occupational Therapy Services, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Direct Occupational Therapy Services, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1007 of the FBCA, and contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles do not contain amendments to the Corporation's Articles of Incorporation that require shareholder approval. In accordance with Section 607.1003 of the FBCA, on December 17, 2003, the Corporation's Board of Directors unanimously approved the Restated Articles by written consent.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIRECT OCCUPATIONAL THERAPY SERVICES, INC.

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of *Direct Occupational Therapy Services, Inc.* are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation is *Direct Occupational Therapy Services, Inc.* (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 5827 S.W. 77 Terrace, South Miami, Florida 33143.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock that may be issued by the Corporation is 2,000 shares, consisting of 1,000 shares of Voting Common Stock, par value \$.01 per share ("Voting Common Stock"), and 1,000 shares Non-voting Common Stock, par value \$.01 per share ("Non-voting Common Stock").

ARTICLE V - REGISTERED AGENT

The street address of the registered office of the Corporation is Enrique J. Martin c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the Board of Directors shall initially be one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The name and address of the person who shall serve as the initial member of the Board of Directors of the Corporation is as follows:

Sandra M. Sueiras
5827 S.W. 77 Terrace
South Miami, Florida 33143

ARTICLE VII - BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the bylaws of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its directors to the fullest extent permitted by law, as well as to any officers or other employees of the Corporation to whom the Corporation has agreed to grant indemnification.

IN WITNESS WHEREOF, the undersigned for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of December 17, 2003.

Direct Occupational Therapy Services, Inc.

By: Sandra M. Sueiras
Sandra M. Sueiras, President

12-18-03

14:28

From-HUNTON WILLIAMS

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Direct Occupational Therapy Services, Inc., desiring to organize under the laws of the State of Florida, has named Enrique J. Martin c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 17th day of December, 2003.

REGISTERED AGENT:


Enrique J. Martin