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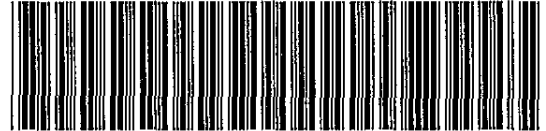
(Business Entity Name)

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DEPT. OF STATE  
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**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MENCUBE REHABILITATION SERVICES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**MENCUBE REHABILITATION SERVICES, INC.**

*THE UNDERSIGNED incorporated hereby makes, subscribes, acknowledges and files with the Department of State this corporation for profit in accordance with the law of the State of Florida.*

**ARTICLE I**  
**NAME OF CORPORATION**

*The name of the corporation shall be: —*

**MENCUBE REHABILITATION SERVICES, INC.**

**ARTICLE II**  
**NATURE OF BUSINESS**

*The general nature of the business to be transacted by the Corporation shall be to engage in any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.*

**ARTICLE III**  
**CAPITAL STOCK**

*The maximum number of shares of capital stock authorized be issued by this corporation shall be **ONE HUNDRED SHARES** of common stock with no par value.*

*Each of said shares of stock should entitle the holder to on vote at any meeting of the stockholders. All or any part of said capital stock might be paid in cash, in property (other than stock securities) or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be fully paid for and shall be non-assessable.*

**ARTICLE IV**  
**INITIAL CAPITAL**

*The amount of capital with which this corporation shall begin business shall be no less than **FIVE HUNDRED DOLLARS (\$ 500.00)**.*

**ARTICLE V**  
**TERM OF EXISTENCE**

*This corporation shall have perpetual existence.*

**ARTICLE VI**  
**PRINCIPLE OFFICE**

*The following shall be the street and principal office of this corporation, but this corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices in their places of business at such other places within or without the State of Florida that may be deemed expedient:*

**42 NW 27<sup>TH</sup> AVENUE STE 407 MIAMI, FL 33125**

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**ARTICLE VII  
BOARD OF DIRECTORS**

*This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time to time, by the By-laws adopted by the stockholders. The names and street addressee of the members of the first Board of Directors is:*

<b>MICHAEL CUBERO</b> <b>PRESIDENT &amp; SECRETARY</b>	<b>1000 SAN PEDRO</b> <b>CORAL GABLES, FL 33156</b>
<b>EMILIO A. MENDEZ</b> <b>VICE-PRESIDENT &amp; TREASURY</b>	<b>11900 SW 171<sup>ST</sup> TERRACE</b> <b>MIAMI, FL 33177</b>

**ARTICLE VIII  
SUBSCRIBERS**

*The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock, which they agree to take, are:*

<b>MICHAEL CUBERO</b> <b>50 SHARES</b>	<b>1000 SAN PEDRO</b> <b>CORAL GABLES, FL 33156</b>
<b>EMILIO A. MENDEZ</b> <b>50 SHARES</b>	<b>11900 SW 171<sup>ST</sup> TERRACE</b> <b>MIAMI, FL 33177</b>

**ARTICLE IX  
REGISTER AGENT**


Register Agent:	<b>MICHAEL CUBERO</b> <b>1000 SAN PEDRO</b> <b>CORAL GABLES, FL 33156</b>
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**ARTICLE X  
AMENDMENT**

*These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of theses Articles of Incorporation be made.*

**IN WITNESS WHEREOF**, the undersigned has hereunto set their hands and seal  
this 5<sup>TH</sup> day of January, 2004.

  
\_\_\_\_\_  
**MICHAEL CUBERO**

  
\_\_\_\_\_  
**EMILIO A. MENDEZ**

**STATE OF FLORIDA  
COUNTY OF DADE**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **MICHAEL CUBERO and EMILIO A. MENDEZ** known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

**Notary Public  
Personally Known**

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE VERIFIED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That **MENCUBE REHABILITATION SERVICES, INC.** desiring to organize under the laws of the State of Florida, with its principal office at 42 NW 27<sup>TH</sup> Avenue Ste 407 Miami, FL 33125 County of Miami-Dade, have named, **MICHAEL CUBERO and EMILIO A. MENDEZ** as its agent service of process within this State.

**ACKNOWLEDGMENT:**

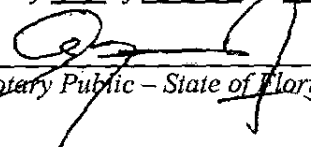
Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**MICHAEL CUBERO**

  
\_\_\_\_\_  
**EMILIO A. MENDEZ**

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

Sworn to and subscribed before me  
Today 5<sup>TH</sup> of January, 2004 At Miami, FL.

  
\_\_\_\_\_  
Notary Public - State of Florida

My Commission Expires:



Adis Margarita Ugarte  
Commission # DD 031148  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.