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**FLORIDA PROFIT CORPORATION OR P.A.**

**A.L.M. REHABILITATION CENTER, INC.**

Certificate of Status	0
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Articles of Incorporation of A.L.M. Rehabilitation Center, Inc.

**ARTICLES OF INCORPORATION  
OF  
A.L.M. REHABILITATION CENTER, INC.**

**ARTICLE I  
NAME**

The name of the corporation is:

**A.L.M. REHABILITATION CENTER, INC.**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

To own and operate a medical center for the purpose of providing medical care and rehabilitation treatments. To engage in any lawful business necessary for the rendering of such professional services. The purpose of this Corporation shall be carried out through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in nowise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers

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and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force, provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

#### ARTICLE III

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares, one common class, one cent (\$0.01) par value

#### ARTICLE IV

##### CORPORATE EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V

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Articles of Incorporation of A.L.M. Rehabilitation Center, Inc.

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent:

**ANTONIO DIAZ**

Initial Registered Office: 6861 W 4 Avenue, Apt. 19  
Hialeah, FL 33014

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.

  
Antonio Diaz

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the name and postal address of the initial directors of the initial board of directors are:

Name: Antonio Diaz  
Address: 6861 West 4<sup>th</sup> Avenue, Hialeah, Florida 33014

Name: Fidel Lester Alvarez  
Address: 6861 West 4<sup>th</sup> Avenue, Hialeah, Florida 33014

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#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

The Law Offices of Arturo Yero, P.A.

Arturo Yero, Esq.

Address: 10271 Sunset, Suite 104,  
Second floor, Miami, Fl. 33132

#### ARTICLE VIII

##### PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

#### ARTICLE IX

##### ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerors shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by

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any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

#### ARTICLE X

#### INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

Address: 11300 NW 87 Court Suite 157, Hialeah Gardens, Florida 33018

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 1st day of March, A.D. 2004.

  
Arturo Yelo, Esq.  
INCORPORATOR

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