

BLUMBERG/EXCELSIOR CORPORATION
Fax: 850-692-3255 Aug 17 2005 14:45 P.01
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To:
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From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

EFFECTIVE DATE
08/22/2005

FLORIDA PROFIT CORPORATION OR P.A.

ROK PHYSICAL THERAPY SERVICES, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	08
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**ARTICLES OF INCORPORATION
OF**

ROK PHYSICAL THERAPY SERVICES, P.A.

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation, under the provisions of Chapter 608 of the Florida Statutes, as supplemented by Chapter 621 of the Florida Statutes, known as "The Professional Service Corporation Act" of the State of Florida.

**ARTICLE I
NAME**

- 1.01 The name of the professional service corporation shall be::

ROK PHYSICAL THERAPY SERVICES, P.A.

**ARTICLE II
DURATION**

- 2.01 Commencement: The date when corporate existence shall commence shall be August 22, 2005.

- 2.02 The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

- 3.01 The General nature of the business to be transacted by this professional service corporation is: to engage in every aspect of the general practice of physical therapy; and to engage in any lawful act or activity for which professional service corporations may be organized under the laws of the United States and of the State of Florida. The professional services involved in the corporation's practice of physical therapy may be practiced through its officers, agents and employees who are duly authorized and licensed to practice physical therapy under

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the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

4.01 The maximum number of shares which this professional service corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$ 1.00 per share. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting. All shares of the professional service corporation's stock and certificates therefore shall be issued only to physical therapist(s) authorized and licensed in the State of Florida.

ARTICLE V
CAPITAL

5.01 The amount of capital with which this professional service corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI
STOCKHOLDERS

6.01 The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed as physical therapist(s) in the State of Florida, and who are employees, officers or agents of this corporation. In the event that a stockholder:

- A. Becomes disqualified to practice law in this state; or
- B. Is elected to a public office or accepts employment, that pursuant to law, places restrictions or limitations upon his/her continued rendered of professional services as a physical therapist; or

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C. Ceases to be an employee, officer or agent of the corporation; or

D. Sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, or the by-Laws of this corporation; or

E. Suffers an execution to be levied upon his stock where such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder. Then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock be entitled only to receive payment for the value of such stock, which, in the absence of By-Law provision or a written agreement between the corporation and stockholders, or a written agreement among the stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation, shall forthwith cease to be an employee, officer, director or agent of this corporation, and except to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

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ARTICLE VII
DEATH OF STOCKHOLDER

7.01 Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for by the By-Laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in manner consistent with law and these articles.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

8.01 The initial registered office of this corporation shall be David W. Magann, P.A. 339 East Robertson Street, Brandon, Florida 33511. The initial Registered Agent of this corporation at such office shall be David W. Magann, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE IX
PRINCIPAL OFFICE

9.01 Principal office: The principal office and mailing address of this corporation shall be: 4407 Hidden Shadow Drive Tampa, FL 33614.

9.02 Relocation: The Board of Directors may from time to time designate such other address or place for the principal office of this corporation as it may see fit; and it may establish branch offices, locations, or places of business in such places within or out of the State of Florida as the Board of Directors from time to time may direct.

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ARTICLE X
NUMBER OF BOARD OF DIRECTORS

10.01 The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE XI
NAME AND ADDRESS OF THE BOARD OF DIRECTORS

11.01 The name and street address of the first Board of Directors who shall hold office until their successors are elected are as follows:

Olivia Perral Magann
4407 Hidden Shadow Drive
Tampa, FL 33614

ARTICLE XII
NAME AND ADDRESS OF THE INCORPORATORS

12.01 The name and address of the incorporator and person signing these Articles of Incorporation is:

Olivia Perral Magann
14407 Hidden Shadow Drive
Tampa, FL 33614

ARTICLE XIII
AMENDMENTS

13.01 This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Olivia Perral Magann, the undersigned, being the original subscriber and incorporator of

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the foregoing Corporation, does hereby certify that the foregoing constitutes the Charter of the Corporation.

Witness my hand and seal this 12 day of August, 2005.

Olivia P. Magann, P.T.
Olivia Peral Magann, P.T.

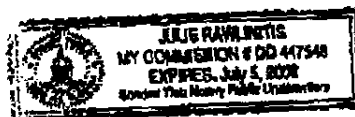
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12 day of
August, 2005, by Olivia Peral Magann.

____ Who is personally known to me, or
X who produced FLDL As identification
and who did did not take an oath.

Jessie Rawlinette
Notary Public

Seal:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the applicable Florida Statutes, the following is submitted:

That ROK PHYSICAL THERAPY SERVICES, P.A., desiring to organized under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at David W. Magann, P.A., 339 East Robertson Street, Brandon, Florida 33511, has David W. Magann of that address, as its Registered Agent (and Resident Agent).

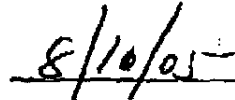
ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Signature:


David W. Magann, Esq.
David W. Magann, P.A.

Date:


8/10/05

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