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09 JUN 26 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Laufer Rehabilitation Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: Mark W. Laufer  
Name (Printed or typed)

3110 Cobblestone Dr.  
Address

Pace, FL 32571  
City, State & Zip

(850) 995-0103  
Daytime Telephone number

mlkenjutsu@aol.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation.

I

The name of the corporation (herein referred to as the Corporation) is: LAUFER REHABILITATION, INC.

II

The principal place of business and mailing address of the Corporation are the same: 3110 Cobblestone Drive, Pace, FL 32571.

III

The purposes of the Corporation are to engage primarily in the provision of rehabilitation services including vocational assessment, evaluation, independent living assessment, rehabilitation engineering, job placement, training, manufacture, sale, purchase, lease and distribution of merchandise, services, real, personal and intellectual property of all manner and description, and the provision of services related to such enterprises. The Corporation may generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform in conformity with the laws of the States in which business is transacted. Nothing herein shall be deemed as prohibiting the Corporation from extending its activities to any permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the Corporate objectives expressed above.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is 200,000 shares, all of one class, of common stock, no par value. The Corporation will initially issue 2 shares. The Corporation will not commence business until at least one (1) dollar has been received by it as consideration for the issuance of its shares.

V

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and their names and addresses are:

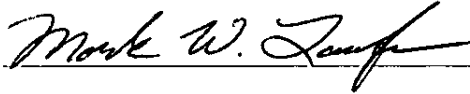
<u>Names</u>	<u>Addresses</u>
Mark W. Laufer	3110 Cobblestone Drive, Pace FL 32571
Elena Laufer	3110 Cobblestone Drive, Pace FL 32571

The initial Board Members will remain on the Board of Directors for the duration of the Corporation.

VI

The name and Florida street address of the initial Registered Agent is Mark W. Laufer, 3110 Cobblestone Drive, Pace FL 32571.

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mark W. Laufer

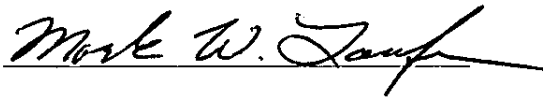
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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA  
Date

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VII

The incorporator is Mark W. Laufer



Mark W. Laufer

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA  
Date

The incorporator's address is 3110 Cobblestone Drive, Pace FL 32571

VIII

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and its directors, officers and shareholders:

- (a) To sue and be sued;
- (b) To have a corporate seal;
- (c) To purchase, take, receive, lease, acquire, own, hold, improve, use, and otherwise deal in real, intellectual and personal property;
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer, and dispose of property, including corporate property and assets;
- (e) To deal in securities of other corporations, partnerships and associations;
- (f) To make contracts and guarantees, and incur liabilities; borrow money; issue notes, bonds, and other obligations; and secure obligations by mortgage or pledge;
- (g) To lend money, invest and reinvest funds, take and hold real and personal property as security for the payment of funds;
- (h) To conduct its business and carry on its operations in or out of its State of incorporation;
- (i) To elect or appoint officers and agents and fix their compensation;
- (j) To make, adopt, amend, or repeal By-Laws;
- (k) To make charitable contributions;
- (l) To cease its corporate activities and surrender its corporate franchise;
- (m) To deal in its own shares;
- (n) To indemnify directors;
- (o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (p) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and any other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

- (q) To allow shareholders to pool their shares and vote their shares in accordance with their private agreements, if any;
- (r) To allow officers to be elected by the shareholders rather than the Board of Directors;
- (s) To reserve the right to acquire or redeem its own shares;
- (t) To reserve the right of the Board of Directors to fix the value of the no-par value common stock;
- (u) To limit the number of persons who can hold Corporation stock to 2000;
- (v) To require that shareholders offer the Corporation and existing shareholders first right of refusal to any shares they intend to sell and that the value of such shares will be determined by agreement between the selling shareholder(s) and the Board of Directors of the Corporation.
- (w) To grant preemptive rights to existing shareholders to acquire additional or treasury shares of the Corporation; and
- (x) To allow the profits of the Corporation and voting power of the Corporation's shares to be apportioned according to the Corporation By-Laws.

## IX

Shareholders will not be liable individually for Corporate debts.