

02/04/2011 10:58

220-1440

LAZARUS

PAGE 01/03

Division of Corporations

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
ULTIMATE REHAB GROUP INC**

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ULTIMATE REHAB GROUP INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

1901 SW 1ST
2ND FLOOR
MIAMI FL 33135

ARTICLE III - SHARES

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

100

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GERARDO E. REMY III
1901 SW 1ST
2ND FLOOR
MIAMI, FL 33135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

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

GERARDO E. REMY III
1901 SW 1ST
2ND FLOOR
MIAMI FL 33135

The undersigned incorporator has executed these Articles of Incorporation this
_____ day of _____ 20_____.


Signature

ARTICLE VI - DIRECTOR (S)

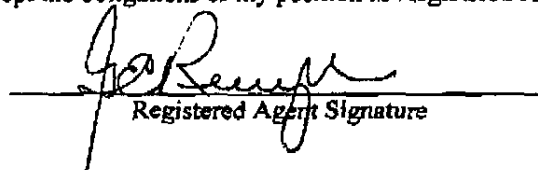
The name(s) and street address (es) of the director(s) to these Articles of
Incorporation is (are):

GERARDO E REMY III (D.C.)
- PRESIDENT - VP - SECRETARY
TREASURER

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Registered Agent Signature

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