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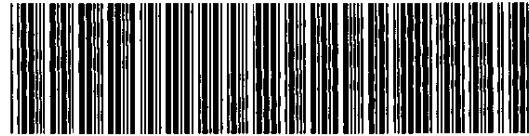
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COVER LETTER

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

SUBJECT: **PROFESSIONAL REHAB SERVICES, P.A.**
(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: **ATTORNEY CYNTHIA J. PFEIFFER**
Name (Printed or typed)

P.O. BOX 2143
Address

LARGO, FL 33779
City, State & Zip

727-447-8486
Daytime Telephone number

CJPFEIFFER@MSN.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
PROFESSIONAL REHAB SERVICES, P.A.

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2011 JUN 17 PM 4:50
CLERK OF DISTRICT COURT
FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a Physical Therapist duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: PROFESSIONAL REHAB SERVICES P.A.
The principal place of business of this corporation shall be at 9774 Commodore Drive, Seminole, Florida 33776. The mailing address of the corporation shall be 9974 Commodore Drive, Seminole, Florida 33776.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in every phase and aspect of the business of the practice of Physical Therapy, Occupational Therapy and SLP, rendering the same professional services to the public that Physical Therapists, Occupational Therapists and SLP Therapists duly licenses under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through officers and employees and agents who are duly licensed under the laws of the State of Florida to practice Physical Therapy, Occupational Therapy, and SLP Therapy therein; to invest the funds of this corporation in real estate mortgages, stocks bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services; to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the corporation, and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the

purposes or the attainment of the objectives of this corporation; and the foregoing paragraphs shall be constructed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$10 par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount with which this corporation will begin business is two thousand dollars (\$2,000.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the initial registered office of the corporation shall be 9774 Commodore Drive, Seminole, Florida 33776 and the name of the initial registered agent of the corporation at that address is Steve Cox, who upon accepting this designation agrees to comply with the provisions of all the statutes relative to the proper and complete performance of his duties and accepts the duties and obligations of Section 607.325, Florida Statutes as amended from time to time.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The names and street addresses of the initial members of the Board of Directors are:

Steve Cox, Director

9774 Commodore Drive, Seminole, Florida 33776

ARTICLE VIII. EFFECTIVE DATE

The effective date of this corporation shall be upon filing.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation, the number of shares each agrees to take and the value of the consideration, each of whom is either a Physical Therapist, Occupational Therapist or SLP Therapist duly licensed under the laws of the State of Florida to render services as such, therefore are:

NAME	ADDRESS	SHARES	CONSIDERATION
Steve Cox	9774 Commodore Drive, Seminole, Florida 33776	100	\$1000.00

ARTICLE X. VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI. CUMULATIVE VOTING FOR DIRECTORS

At all elections of the Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of botes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE XII. CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director individually or jointly may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved form any liability that might otherwise

exist from contracting with this corporation for the benefit of himself of any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XIV. RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a two-thirds (2/3) majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or any other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation and such sale or transfer may be made only , after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice as a Physical Therapist, Occupational Therapist or SLP Therapist, or is elected to public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(A) This corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest, or co-operation, joint ventures or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(B) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to such stock.

C. This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase provided, however, the capital of this corporation shall not be impaired.

D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

E. This corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

1. A pension plan;
2. A profit-sharing plan;
3. A stock bonus plan;
4. A deferred compensation plan;
5. A restricted stock option plan; or
6. Other insurance plans or incentive compensation plans.

ARTICLE XVI. 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 a stockholders' 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 these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of Incorporation this 10 day of May, 2011.

Steve Cox PT
STEVE COX, Licensed Physical Therapist

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared STEVE COX, Licensed Physical Therapist, to me well known or who did produce _____ as identification, and known to me to be the person who subscribed to and signed the above and foregoing Articles of Incorporation, and of whom being by me first duly sworn, acknowledged and stated for himself that he subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the state and county aforesaid this 10 day of May, 2011.

My commission expires:

Elaine A. Bowers
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Elaine A. Bowers
Commission #DD997014
Expires: JUNE 21, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROFESSIONAL REHAB SERVICES P.A., the place designated in the Articles of Incorporation, STEVE COX agrees to act in this

capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and he accepts the duties and obligations of Section 607.325 Florida Statutes.

Date: May 10 2011

Steve Cox PT
STEVE COX

OFFICE OF THE
CLERK OF THE
SUPREME COURT
JUN 17 2011

JUN 17 PM 4:50

FILED