

P95000004762

ROBIN M. PETERSEN
ATTORNEY & COUNSELOR AT LAW

1601 AIRPORT BLVD., SUITE 1
MELBOURNE, FLORIDA 32901

ADMITTED TO FLORIDA & VIRGINIA BARS
(407) 729-0087 • FAX (407) 729-6969

16 January 1995

Division of Corporations
409 East Gaines
Tallahassee, FL 32399

RECEIVED
JAN 18 1995
TALLAHASSEE, FL
11057-0011
***122.50 ***122.50

RE: Basics of Palm Bay, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, the original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process and my check in the amount of \$122.50. Upon receipt of same, please file appropriately and send me a copy of the enclosed documents.

If you have any questions, please don't hesitate to contact me.

Sincerely,


Robin M. Petersen

RMP/jmm
Enc.

RECEIVED
JAN 17 1995
TALLAHASSEE, FL
11057-0011
***122.50 ***122.50

1-19-95

ARTICLES OF INCORPORATION
OF
BASICS OF PALM BAY, INC.

FILED
95 JAN 17 PM 12 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BASICS OF PALM BAY, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The general nature of business to be transacted by this corporation is any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - VOTING RIGHTS

This corporation is authorized to issue 1000 shares of \$.10 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price

at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The physical address of the initial principle office of this corporation is **160 Malabar Road SW, Suite 109, Palm Bay, Florida 32907**, and the name of the initial registered agent of this corporation at that address is **Roger D. Bozarth, 160 Malabar Road SW, Suite 109, Palm Bay, Florida 32907**.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dallas Powell President	160 Malabar Road SW, Suite 109 Palm Bay, Florida 32907
Roger D. Bozarth Vice President, Secretary & Treasurer	160 Malabar Road SW, Suite 109 Palm Bay, Florida 32907

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
DALLAS POWELL President	160 Malabar Road SW, Suite 109 Palm Bay, Florida 32907

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of

Directors and the Shareholders.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION


The corporation shall, to the fullest extent permitted by Florida Statute 607.014 and 607.271, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 16 day of January, 1995.

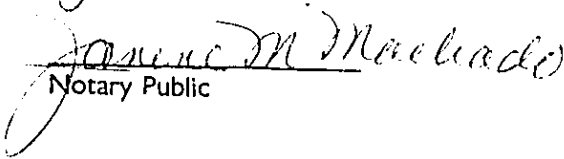

DALLAS POWELL

STATE OF FLORIDA

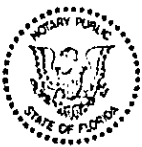
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DALLAS POWELL, known to me and personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 16 day of January, 1995.


Notary Public

My Commission Expires:



OFFICIAL SEAL
JANINE M. MACHADO
My Commission Expires
Feb. 11, 1996
Comm. No. CC 179716

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JAN 17 PM 12
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: that **BASICS OF PALM BAY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named **ROGER D. BOZARTH**, located at 160 Malabar Road SW, Suite 109, Palm Bay, Florida 32907, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation at the place designated 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.


ROGER D. BOZARTH

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **ROGER D. BOZARTH**, known to me and known by me to be the person who executed the foregoing, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16 day of January 1995.


Notary Public

My Commission Expires:



OFFICIAL SEAL
JANINE M. MACHADO
My Commission Expires
Feb. 11, 1996
Comm. No. CC 179716

795 00000 4762

ROBIN M. PETERSEN
ATTORNEY & COUNSELOR AT LAW

1601 AIRPORT BLVD., SUITE 1
MELBOURNE, FLORIDA 32901

ADMITTED TO FLORIDA & VIRGINIA BARS
(407) 729-0087 • FAX (407) 729-6969

5 May 1995

Division of Corporations
409 East Gaines
Tallahassee, FL 32399

RE: Basics of Palm Bay, Inc.

SEARCHED INDEXED
SERIALIZED FILED
MAY 11 1995
FBI - TAMPA

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the above referenced corporation as well as the necessary filing fee of \$35.00. Upon receipt of same, please file appropriately and send me a copy of the enclosed documents.

If you have any questions, please don't hesitate to contact me.

Sincerely,

Robin M. Petersen

Robin M. Petersen

RMP/jmm
Enc.

FILED
95 MAY -8 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
KRC
5-12

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BASICS OF PALM BAY, INC.

FILED
95 MAY -8 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Article 1 - Name of the Original Articles of Incorporation is amended to read as follows:

ARTICLE 1 - NAME

The name of this corporation is PALM BAY PHYSICAL THERAPY-CLUB REHAB, INC.

SECOND: The date of the amendment's adoption is April 13, 1995.

THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Amendment to Articles of Incorporation this 2nd day of May, 1995.



DALLAS POWELL, President

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DALLAS POWELL, known to me and personally

known by me to be the person who executed the foregoing Amendment to Articles of Incorporation, and he acknowledged before me that he executed this Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 2nd day of May, 1995.

Mary K. Driscoll
Notary Public

My Commission Expires:



MARY K DRISCOLL
My Commission CC443097
Expires Mar 02, 1999
Bonded by HAI
800-422-1555