



Prentice Hall Legal & Financial Services

ATTN: Kisa (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

RBF Management Company Inc

P95000005286

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

000001385600
-01/20/95--01070--004
***122.50 ***122.50

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

FILED
95 JAN 20 AM 1:21
TALLAHASSEE, FLORIDA

(☒) Walk in () Call if Problem () Will Wait (☒) Pick up 1/20 11:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

H. SIMS JAN 20 1995

BRANCH ORDERING: Mig BY: Gmtt
BRANCH RECEIVING: Tally BY: Kisa

REF/JOB # _____

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO

DATE SENT: 1/20/95 MAIL FAX FED EXP.

FILED: 1/20

SENT TO: BRANCH ☒ CLIENT ☐

SPECIAL INSTRUCTIONS: rec'd 122.50

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF INCORPORATION
OF
RBF MANAGEMENT COMPANY, INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is:

RBF MANAGEMENT COMPANY, INC.

ARTICLE II

The principal office of the corporation shall be located at:

701 West Cypress Creek Road
Suite 303
Ft. Lauderdale, FL 33309

The Board of Directors of the corporation, or an officer of the corporation acting under the authority of the Board of Directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock. The par value of each such share shall be ONE DOLLAR AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

1201 Hays Street, Suite 105
Tallahassee, FL 32301

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95 JAN 20 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation's initial registered agent at that office is The Prentice Hall Corporation System, Inc.

ARTICLE V

Incorporator

The name and address of the incorporator are:

James A. Brown, Esq.
701 West Cypress Creek Road, Suite 303
Ft. Lauderdale, Fl 33309

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial Board of Directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the directors are:

NAME

ADDRESS

Ralph Rosenberg

1800 N.E. 114th Street,
Suite 1910
Miami, FL 33181

ARTICLE VIII

Affiliated Transactions

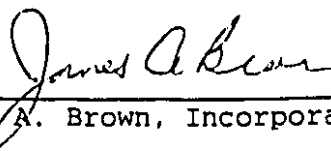
The corporation shall not be governed by Section 607.0901, Florida Statutes.

ARTICLE IX

Control Shares

Section 607.0902, Florida Statutes, does not apply to control-share acquisitions of shares of the corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 19th day of January, 1995.


James A. Brown, Incorporator

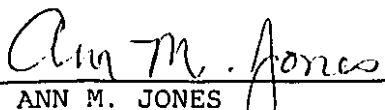
Acceptance by Registered Agent

The undersigned hereby accepts the appointment as registered agent of RBF MANAGEMENT COMPANY, INC. and agrees to comply with the provisions of the laws of the State of Florida, including 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

DATED: 1-20, 1995.

THE PRENTICE HALL CORPORATION
SYSTEM, INC.

By: 
ANN M. JONES

Title: Assistant Secretary

FILED
JAN 20 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 9500005286
BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

October 22, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
96 OCT 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: RBF Management Company, Inc.
Parkinson Outreach Program - Florida, Inc.
Parkinson Outreach Program - Texas, Inc.
Fannin Rehab Services, Inc. 100001986851--1
Universal Management Services, Inc. -10/28/96--01032--002
Universal Care Centers, Inc. *****35.00 *****35.00
Lake Worth Corp.
Corfu, Inc.
Change of Registered Agents and Registered Offices

Dear Sir or Madam:

Enclosed are executed Certificates of Change of Registered Office and Registered Agent for each of the above-referenced corporations. Please record the changes of Registered Agent and the Registered Office in accordance with the Certificates.

Enclosed are eight checks, each in the amount of \$35.00, for filing the Certificates.

Please contact the undersigned directly if you should have any questions.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.

cc: Mr. Ralph Rosenberg
Mr. William Guthrie
John E. Korf, Esq.
Leonard K. Samuels, Esq.

RH 10/29
CPG
10-29

**CERTIFICATE OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT OF
RBF MANAGEMENT COMPANY, INC.**

RBF Management Company, Inc., pursuant to Section 602.0502 of
the Florida Statutes, hereby changes its Registered Office and
Agent as follows:

1. The name of the corporation is RBF Management Company Inc.
2. The street address of its present Registered Office is 1201 Hays Street, Suite 105, Tallahassee, Florida, 32301.
3. The street address to which the Registered Office is to be changed is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
4. The name of the present Registered Agent is The Prentice Hall Corporation System, Inc.
5. The name of the new Registered Agent is Leonard K. Samuels.
6. The street address of the new Registered Office and the street address of the business office of the new Registered Agent is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
7. That such change was authorized by Resolution duly adopted by its Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate the 2nd day of October, 1996.

RBF MANAGEMENT COMPANY, INC.

By: _____

RALPH ROSENBERG
President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as Registered Agent of RBF MANAGEMENT COMPANY, INC., as made in the foregoing Certificate of Change of Registered Office and Registered Agent, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the Registered Agent of RBF MANAGEMENT COMPANY, INC.


LEONARD K. SAMUELS

FILED
96 OCT 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA