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BRIAN R. LOE  
Attorney at Law  
3070 West Lake Mary Boulevard  
Lake Mary, Florida 32746  
(407) 323-6128

January 13, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-01/18/95--01127--012  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

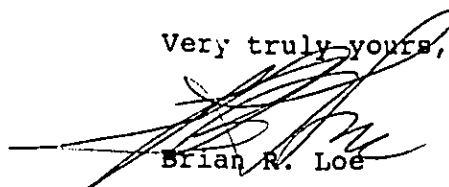
TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for CENTER FOR AMBULATORY REHABILITATION & REEDUCATION, INC. and the Certificate of Registered Agent. I will need a certificate of status for this corporation. I have enclosed a check for Seventy Eight Dollars and Fifty Cents (\$78.50) drawn upon my trust account payable to the Secretary of State in payment of your fee for filing the articles, filing the designation and, a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Very truly yours,

  
Brian R. Loe

BRL:jg  
Enclosures: Check, Art. of Inc. &  
Cert. of Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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• ARTICLES OF INCORPORATION •  
for  
• CENTER FOR AMBULATORY REHABILITATION & REEDUCATION, INC. •

In compliance with the requirements of F.S. Chapter 607, the undersigned, JOHN DAVID TYO, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business Corporation.

**ARTICLE I**

The name of the Corporation is **CENTER FOR AMBULATORY REHABILITATION & REEDUCATION, INC.**

**ARTICLE II**

The existence of the Corporation shall begin upon the filing and acceptance of these articles by the Secretary of State of the sovereign State of Florida.

**ARTICLE III**

The street address of the initial principal office of the corporation is located at 188 Dublin Drive, Lake Mary, Florida 32746. The initial mailing address of the Corporation is also 188 Dublin Drive, Lake Mary, Florida 32746.

**ARTICLE IV**

The maximum number of shares of stock that this company is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of voting common stock having no par value. Transfer of any share of this class of stock is subject to a right of first refusal of the other shareholders. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 3070 West Lake Mary Blvd, Lake Mary, Florida 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

**ARTICLE VI**

The Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders but shall never be less than one (1).

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
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#### ARTICLE VII

The name of the initial director of this Corporation and his address is:

JOHN DAVID TYO  
4035 West Breckenridge Court  
Beverly Hills, Florida 34465

The persons named as initial directors shall hold office until their successors have been elected or appointed and qualified.

#### ARTICLE VIII

The name and address of the person signing these articles as Incorporator is JOHN DAVID TYO, 4035 West Breckenridge Court, Beverly Hills, Florida 34465.

#### ARTICLE IX

The Corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

#### ARTICLE X

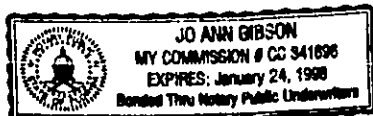
These articles may be amended as provided by Florida Law. Additionally, these articles may be amended by a written statement signed by all of the directors and all of the shareholders manifesting their intent that a certain amendment of these articles be made.

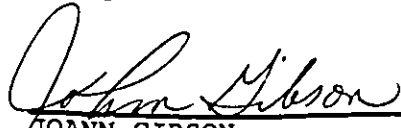
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 13<sup>th</sup> day of January, 1995.

  
JOHN DAVID TYO  
Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared JOHN DAVID TYO, who provided identification in the form of a ~~Florida~~ Drivers License, is also personally known to me and signed the foregoing Articles of Incorporation, and acknowledged before me as well that he subscribed to these Articles of Incorporation on the 13th day of January, 1995.



  
JOANN GIBSON  
Notary Public State of Florida  
My Commission Expires: 1-24-98

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND  
REGISTERED AGENT WITHIN THIS STATE**

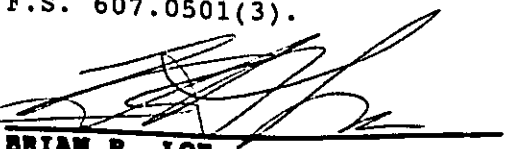
CENTER FOR AMBULATORY REHABILITATION & REEDUCATION, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3070 West Lake Mary Blvd., Lake Mary, Florida 32746.

By:   
**JOHN DAVID TYO, Incorporator**

1/13/95  
**DATED: January 13, 1995**

**ACKNOWLEDGMENT**

Having been named to accept service of process for CENTER FOR AMBULATORY REHABILITATION & REEDUCATION, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By:   
**BRIAN R. LOE**  
Attorney at Law  
Florida Bar # 722560  
3070 W. Lake Mary Blvd.  
Lake Mary, Florida 32746  
407 323-6128

January 13, 1995  
**DATED: January 13, 1995**