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CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS
CHARTERED
ATTORNEYS AT LAW

EVANS CRARY (JUN 1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY F. BUCHANAN
JAMES L. S. BOWDISH
GEORGE P. BOVIE, III
LAWRENCE EVANS CRARY III

REPLY TO
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WILLIAM F. CRARY II
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M. EVERING EVANS
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LEIGH A. WILLIAMS
STEVEN D. BOWIE

January 13, 1995

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/23/95--01090--015
****122.50 ****122.50

RE: KC THERAPY SERVICES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of KC THERAPY SERVICES, INC., the Certificate Designating Registered Agent, and our check in the sum of \$122.50 representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>52.50</u>

TOTAL \$122.50

Once these Articles of Incorporation have been approved and filed by your office, we will appreciate it if you will forward us a certified copy of the charter using the extra copy enclosed.

Sincerely,

Leigh A. Williams
Leigh A. Williams, Esq.

LAW/tlo
Enclosures

cc: Clients

ARTICLES OF INCORPORATION
OF
KC THERAPY SERVICES, INC.

The undersigned does hereby certify her intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I
NAME

The name of this corporation shall be: KC THERAPY SERVICES, INC.

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION

The principal office of the corporation shall be located at: 436 SW Crawfish Drive, Port St. Lucie, Florida 34953. The mailing address of the corporation shall be: 436 SW Crawfish Drive, Port St. Lucie, Florida 34953.

ARTICLE IV
NATURE OF BUSINESS

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of One and no/100 Dollars (\$ 1.00).

ARTICLE VI
REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

KAREN M. SPERA	436 SW Crawfish Drive Port St. Lucie, Florida 34953
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ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, who need not be residents of the State of Florida.

ARTICLE VIII
NAME AND ADDRESS OF INITIAL DIRECTORS

The names and addresses of the person who shall serve as Directors until the first annual meeting of shareholders, or until her successors shall have been elected and qualified, are as follows:

KAREN M. SPERA	436 SW Crawfish Drive Port St. Lucie, Florida 34953
CHRISTINA L. HAISLIP	436 SW Crawfish Drive Port St. Lucie, Florida 34953

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is as follows:

KAREN M. SPERA	436 SW Crawfish Drive Port St. Lucie, Florida 34953
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ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 13 day of January, 1995.

Karen M. Spira
KAREN M. SPERA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is KC THERAPY SERVICES, INC.

The name and address of the initial registered agent and office is:

KAREN M. SPERA

436 SW Crawfish Drive
Port St. Lucie, Florida 34953

Having been named as Registered Agent and to accept service of process for the above stated corporation at the 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



KAREN M. SPERA,
Registered Agent