

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0193 FAX

**csc networks**

MAIL TO:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 541626 9969A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : February 10, 1995

ORDER TIME : 11:12 AM

ORDER NO. : 541626

CUSTOMER NO: 9969A

CUSTOMER: Sam D. Norton, Esq  
NORTON GURLEY & HAMMERSLEY,  
P.A.  
Suite 610  
1819 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

P950000118.59  
NAME: NUOVO REHAB, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

DW  
2-13-95  
02/A

FILED  
95 FEB 10 AM 9 47  
TALLAHASSEE, FL 32310  
SECRETARY OF STATE

000-342-8006

P950000118.59  
RECEIVED  
FEB 10 11:12 AM  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
NUOVO REHAB, INC.

FILED  
95 FEB 10 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is: NUOVO REHAB, INC., a Florida Corporation.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, seawalls, canals and water

and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

### ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 500 shares of Common Stock having no par value.

### ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

### ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpotually.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The initial stroot address of the registered office of this Corporation in the State of Florida is: 3350 S. Osprey, Sarasota, FL 34239. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Vito Amato. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VII

DIRECTORS: This Corporation shall have one (1) Director. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS: The name and street address of the first Board of Directors is:

Vito Amato  
3350 S. Osprey  
Sarasota, FL 34239

ARTICLE IX

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vito Amato	3350 S. Osprey Sarasota, FL 34239

8

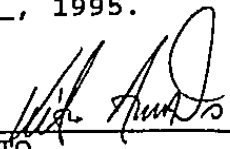
ARTICLE X

SHAREHOLDER'S PREEMPTIVE RIGHTS: The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted 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.

The undersigned Incorporator has executed these Articles this 8 day of February, 1995.

  
\_\_\_\_\_  
VITO AMATO

"INCORPORATOR"

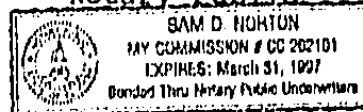
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
8<sup>th</sup> day of February, 1995, by VITO AMATO, as Incorporator of  
NUOVO REHAB, INC., a Florida corporation, on behalf of the  
corporation. He is personally known to me or has produced  
Fla. Driver License as identification and who did (did not)  
take an oath.

Name: \_\_\_\_\_

Notary Public

My Commission Expires:



Having been named Registered Agent to accept service of  
process for the above stated corporation at registered office  
designated in the Articles, I hereby accept such designation and  
agree to serve as Registered Agent.

Vito Amato  
VITO AMATO

STATE OF FLORIDA  
COUNTY OF SARASOTA

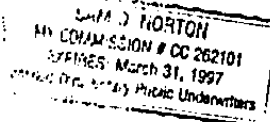
The foregoing instrument was acknowledged before me this  
8<sup>th</sup> day of February, 1995, by VITO AMATO, as registered  
agent, who is personally known to me or who has produced  
Fla. Driver License as identification and who did (did not)  
take an oath.

Name: \_\_\_\_\_

Notary Public

My Commission Expires:

C:\Nuovo\Articles



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NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.

ATTORNEYS AT LAW

SARASOTA CITY CENTER  
1819 MAIN STREET  
SUITE 610

SARASOTA, FLORIDA 34236  
TELEPHONE 941-954-4691  
TELECOPIER 941-954-2128

BRIAN C. BLAIR  
ANTHONY S. CAHERRA  
DAVID B. GURLEY  
PHILIP N. HAMMERSLEY  
B. JOHN LOPEZ\*\*  
SAM D. NORTON\*  
MICHAEL B. STEARNS

\*BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*BOARD CERTIFIED  
TAX LAWYER

October 2, 1996

Bureau of Corporate Records  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

900001170999  
-10/10/96--01090--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

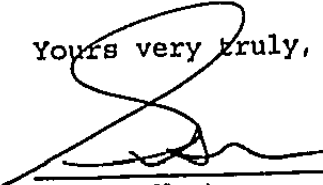
Re: Nuovo Rehab, Inc.

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Dissolution for Nuovo Rehab, Inc., together with a check in the amount of \$35.00 to cover the cost of filing the Articles.

We would appreciate your returning to us a stamped copy of the Articles of Dissolution in the stamped, self-addressed envelope provided herein.

Yours very truly,

  
Sam D. Norton  
For the Firm

SDN:ss

Enclosures

C:\2036\State.L2

FILED  
96 OCT 10 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VOIDS  
CFE  
10-10



ARTICLES OF DISSOLUTION  
OF NUOVO REHAB, INC., A FLORIDA CORPORATION  
PURSUANT TO SECTION 607.1403  
OF THE FLORIDA STATUTES

FILED  
OCT 10 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is NUOVO REHAB, INC., a Florida corporation.

2. Dissoluti was authorized on 9/1/96.

3. The number of shares cast (by proper class of shareholders) in favor of dissolution was sufficient for approval.

Dated: 9/1/96, 1996.

NUOVO REHAB, INC., a Florida  
corporation,

By:

Vito Amadio  
Print Name:

As Its President

And:

Vito Amadio  
Print Name:

As Its Secretary