

JAMES P. WILSON
ATTORNEY-AT-LAW

JAMES P. WILSON
MEMORANDUM
FLORIDA BAR

P95000012624

1625 20th STREET • SUITE A
P.O. Box 2454
VERO BEACH, FLORIDA 32961
(407) 567-3424
FAX (407) 567-3426

February 6, 1995

Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

8000001404918
-02/14/95--01011--008
****122.50 ****122.50

Re: Articles of Incorporation
Southeast Fitness Rehabilitation, Inc.

To Whom It May Concern:

Enclosed please find original Articles of Incorporation, Acceptance of Designation of Registered Agent, a complete copy of same for certification and our check in the amount of \$122.50 representing filing fees, certified copy fee and Registered Agent fee.

We would appreciate your filing these Articles as soon as possible and forwarding to this office a certified copy of same. If you have any questions, please do not hesitate to contact me.

Very truly yours,

for Diana M. DeLong
James P. Wilson
JPW/dm
Enclosures

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ARTICLES OF INCORPORATION
OF

SOUTHEAST FITNESS REHABILITATION, INC.

The undersigned for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

SOUTHEAST FITNESS REHABILITATION, INC.

The principal office and mailing address of this Corporation shall be: 970 14th Lane, Vero Beach, Florida 32960.

ARTICLE II - NATURE OF THE BUSINESS

The purposes for which the Corporation is organized are the following:

A. To own and operate a business that offers facilities and programs to assist injured persons to recover from injuries.

B. To engage in and transact any lawful business for which corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). the number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be

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less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

NAME	ADDRESS
Gregory G. Budde, President/Secretary	970 14th Lane, Vero Beach, FL 32960
Bartholomew J. Pestrichelli, Vice President/ Secretary	11556 S. Indian River Drive, Sebastian, FL 32958

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship pro interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which is authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any

to or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

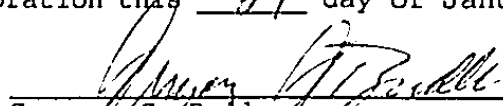
The Corporation designates Gregory G. Budde as its Resident Agent within the State of Florida, whose registered office is located at the following address:

970 14th Lane
Vero Beach, FL 32960

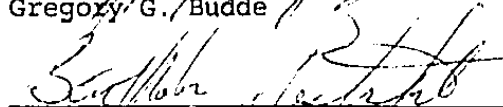
ARTICLE X - INCORPORATOR

The name and address of each incorporator is Gregory G. Budde, 970 14th Lane, Vero Beach, FL 32960 and Bartholomew Pestrichelli, 970 14th Lane, Vero Beach, FL 32960.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of January, 1995.



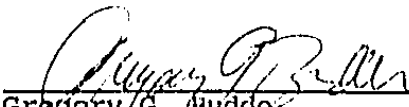
Gregory G. Budde



Bartholomew Pestrichelli

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

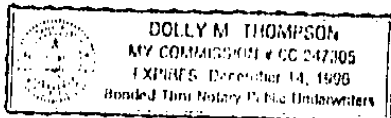
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.0501, FLORIDA STATUTES.

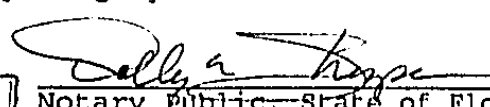


Gregory G. Budde,
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 27th
day of January, 1995, by Gregory G. Budde.





Notary Public, State of Florida

Personally known to me _____ Produced Identification X
Type of Identification Produced: Fla. Driver License

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Richard J. Kondla, R.A.
Requestor's Name

12501 N. Kendall Dr., Suite 800
Address

Miami, FL 33186
City/State/Zip Phone #

305-598-3911

Office Use Only

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97 FEB 27 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #) ~~800002104159~~ -6
-03/04/97 -01110-017
*****10.00 *****10.00
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #) ~~800002104159~~ -6
-03/04/97 -01110-018
*****25.00 *****25.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

VS MAR 3 1997

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97 FEB 20 AM 11:23
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

SOUTHEAST FITNESS REHABILITATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V

Manuel Gonzalez is President and Secretary
and Director

Also change of Registered Agent (see attached)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 12, 1997

FOURTH: Adoption of Amendment(s) check one

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each
voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholders action and shareholder action was not required.

Signed this 12th day of October, 1996.

Signature: _____

Manuel Gonzalez President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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.

1. The name of the Corporation is:

SOUTHEAST FITNESS REHABILITATION, INC,

2. The name and address of the registered agent and office

is:

Manuel Gonzalez
12501 North Kendall Drive
Side Suite
Miami, Florida 33186 (305) 590-3911

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE


Manuel Gonzalez

DATE:

February 12, 1997