

P95 000026299

DONALD L. CLARK
TANIA M. COMPARETTO
ROBERTA J. CREIGHTON
OF COUNSEL
GEORGE A. BOOB
REGISTERED PATENT ATTORNEY
ADMITTED IN FLORIDA, LOUISIANA
AND NEW JERSEY

CLARK & COMPARETTO, P.A.
PROFESSIONAL ASSOCIATION
4740 CLEVELAND HEIGHTS BOULEVARD
POST OFFICE BOX 8559
LAKELAND, FLORIDA 33807-0559
(813) 847-8337
FAX NO. (813) 847-8012

March 27, 1995

Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

4000001444134
03/30/95-01004-010
***122.50 ***122.50

Re: Articles of Incorporation of Mulberry Rehabilitation, Inc.

Ladies and Gentlemen:

Enclosed for filing are the executed original and executed copy of the Articles of Incorporation and Certificate Designating Resident Agent and Principal Place of Business for Mulberry Rehabilitation, Inc.

Also enclosed is our check in the amount of \$122.50 which represents payment of the following: \$35.00 for the filing fee for a profit corporation; \$35.00 for the registered agent designation; and \$52.50 for the certified copy.

If the foregoing enclosures meet with your approval, I would appreciate your filing same and returning to me the executed copy for my client's records.

Thank you for your assistance and cooperation.

Sincerely,

Roberta Creighton
ROBERTA J. CREIGHTON

RJC/jlf
Enclosure

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95 MAR 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

413

ARTICLES OF INCORPORATION
OF
MULBERRY REHABILITATION, INC.

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

ARTICLE I. NAME

The name of this corporation is **MULBERRY REHABILITATION, INC.**, and its address is 1007 North Church Street, Mulberry, Florida 33860.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of medical rehabilitation and to engage in every aspect and phase of related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) 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, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750 shares of common stock, having a par value of \$10.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class

resulting from an increase in the corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1007 North Church Street, Mulberry, Florida, and the name of the corporation's initial registered agent at that address is Dorothy B. Haubner. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Dorothy B. Haubner	2632 Handley Boulevard Lakeland, Florida 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. INCORPORATOR

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

Name

Address

Dorothy B. Haubner

2632 Handley Boulevard
Lakeland, Florida 33803

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of her rights to constitute a corporation.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

Dorothy B. Haubner
DOROTHY B. HAUBNER, Incorporator

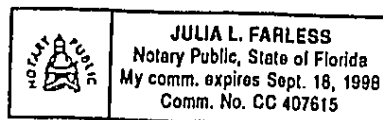
STATE OF FLORIDA

COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state of Florida and county named above to take acknowledgments, personally appeared **DOROTHY B. HAUBNER**, being either personally known to me or having produced a current Florida drivers license as identification, and to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 16th day of March, 1995.

Julia L. Farless
Notary Public



FILED
95 MAR 30 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED
OF
MULBERRY REHABILITATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MULBERRY REHABILITATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Mulberry, County of Polk, State of Florida, has named **DOROTHY B. HAUBNER**, located at 1007 North Church Street, Mulberry, Polk County, Florida, as its agent to accept service of process within this state.



DOROTHY B. HAUBNER, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.325.



DOROTHY B. HAUBNER, Registered Agent

CREIGHTON & LOTT, P.A.

Attorneys at Law
50 Lake Morton Drive
Lakeland, Florida 33801

Roberta J. Creighton
Lisa B. Lott

Telephone (941) 683-9611
Facsimile (941) 683-9830

P95000026299

September 30, 1996

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

Re: Articles of Amendment -- Mulberry Rehabilitation, Inc.

400001964184
-10/03/96--01073--008
*****87.50 *****87.50

Dear Sir:

Enclosed for filing with the State of Florida, Department of State, Division of Corporations, is the original and one copy of the Articles of Amendment for Mulberry Rehabilitation, Inc., and this firm's trust check in the amount of \$87.50. This sum represents the \$35.00 filing fee and \$52.50 for a certified copy of the Articles of Amendment once filed. I have enclosed a stamped, self-addressed envelope for your use in returning the documents to my attention.

W96000021293

Thank you for your help in this regard.

Sincerely,

Roberta Creighton
Roberta J. Creighton

RJC/jlf
Enclosures
cc: Dorothy Haubner

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96 NOV 15 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/19
John
Name
Change
& Amend
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

CREIGHTON & LOTT, P.A.
ATTN: ROBERTA J. CREIGHTON
50 LAKE MORTON DRIVE
LAKELAND, FL 33801

SUBJECT: MULBERRY REHABILITATION, INC.
Ref. Number: P95000026299

We have received your document for MULBERRY REHABILITATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French

CREIGHTON & LOTT, P.A.

Attorneys at Law
50 Lake Morton Drive
Lakeland, Florida 33801

Roberta J. Creighton
Lisa B. Lott

Telephone (941) 683-9611
Facsimile (941) 683-9830

November 11, 1996

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

Re: Articles of Amendment -- Mulberry Rehabilitation, Inc.
Your Ref. Number: P95000026299

Dear Sir:

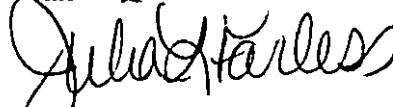
Enclosed for filing with the State of Florida, Department of State, Division of Corporations, is the original and one copy of the Articles of Amendment for Mulberry Rehabilitation, Inc.

Also enclosed is a copy of Corporate Specialist, Joy Moon-French's letter to us. Our check in the amount of \$87.50 was previously forwarded to you.

Please forward a certified copy of the Articles of Amendment to us after filing.

Thank you for your help in this regard.

Sincerely,



Julia L. Farless,
Legal Assistant

/jlf
Enclosures

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96 NOV 15 AM 8:25
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

MULBERRY REHABILITATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, **MULBERRY REHABILITATION, INC.**, a Florida profit corporation, hereby adopts the following articles of amendment to its articles of incorporation:

FIRST: The following amendments are hereby adopted:

A. Article I of the Articles of Incorporation is hereby deleted in its entirety and the following Article I is hereby substituted in lieu thereof:

"ARTICLE I. NAME

The name of this corporation is **MULBERRY REHABILITATION & FINANCIAL CONSULTING, INC.**, and its address is 1007 North Church Street, Mulberry, Florida 33860."

B. The first paragraph of Article II of the Articles of Incorporation is hereby deleted in its entirety and the following paragraph is substituted in lieu thereof:

"The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of medical rehabilitation and financial consulting and to engage in every aspect and phase of related business."

SECOND: The date of each amendments' adoption is September 25, 1996.

THIRD: The adoption of each amendment was approved by the sole member of the Board of Directors without shareholder action and shareholder action was not required.

Signed on this 7 day of November, 1996.

Dorothy B. Haubner
DOROTHY B. HAUBNER, Director and
President

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **DOROTHY B. HAUBNER**, being personally known to me to be the President and the sole member of the Board of Directors of the Corporation and who executed the foregoing Articles of Amendment.

WITNESS my hand and official seal in the county and state above, this 7th day of November, 1996.



Donna M. Murray
Notary Public

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