

195000026876

**NICK P. COLA, CPA**

Oakbrook Towers  
2451 McMillen Booth Road  
Suite 200  
Clearwater, Florida 34619  
(813) 797-3905

FILED

95 MAR 31 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
**APR 1 1995**

March 28, 1995

The Department of State  
The Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400001445224  
-03/31/95--01076--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed is a Transmittal Letter, Articles of Incorporation (two copies), Certificate of Designation of Registered Agent/Registered Office and a check for seventy dollars (\$70.00) for the Filing Fee and Designation of Registered Agent for the corporation listed below:

**QUALITY REHAB SERVICES, INC.**

Would you please file the Articles of Incorporation for the corporation as required by law. The effective date of the incorporation is April 1, 1995. If you have any questions or need additional information, please contact me.

Thank you.

Sincerely,

Nick P. Cola, CPA

Enclosures

## TRANSMITTAL LETTER

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

FILED  
95 MAR 31 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: QUALITY REHAB SERVICES, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00

☐ \$78.75

☐ \$122.50

☐ \$131.25

FROM:

AVITO VELOSO VANO

Name (printed or typed)

1030 MIDDLESEX DRIVE

Address

NEW PORT RICHEY, FL 34655

City, State & Zip

(813) 781-6938

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION FOR  
QUALITY REHAB SERVICES, INC.**

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**EFFECTIVE DATE**

**NAME**

**APR 1 1995**

The name of the corporation shall be **QUALITY REHAB SERVICES, INC.**

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of the corporation shall be **1030 MIDDLESEX DRIVE, NEW  
PORT RICHEY, FLORIDA 34655**

**ARTICLE III**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in the business of providing physical therapy, home health care, and related enterprises for profit.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V**

**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

## **ARTICLE VI**

### **PREEMPTIVE RIGHT**

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

## **ARTICLE VII**

### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VIII**

### **DESIGNATION OF REGISTERED AGENT; INITIAL ADDRESS OF REGISTERED OFFICE**

The initial Registered Agent is designated as **AVITO VELOSO VANO**. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is **1030 MIDDLESEX DRIVE, NEW PORT RICHEY, FL 34655**. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

## **ARTICLE IX**

### **DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the by-laws when amendment is adopted by the stockholders, but shall never be less than one (1).

## **ARTICLE X**

### **INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Director are:

Avito Veloso Vano  
1030 Middlesex Drive  
New Port Richey, FL 34655

and

Marsha Kay Boxley-Vano  
1030 Middlesex Drive  
New Port Richey, FL 34655

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

## **ARTICLE XI**

### **SUBSCRIBER**

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: **AVITO VELOSO VANO; 1030 MIDDLESEX DRIVE, NEW PORT RICHEY, FL 34655.**

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

## **ARTICLE XII**

### **INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified public accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

### ARTICLE XIII

#### BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interest in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

### ARTICLE XIV

#### AMENDMENT

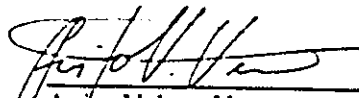
These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

### ARTICLE XV

#### DATE OF INCEPTION

The date of the corporate existence shall begin April 1, 1995 when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21<sup>st</sup> day of March, 1995.

  
Avito Veloso Vano

STATE OF FLORIDA                     )  
COUNTY OF Pinellas                     )

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and county above named to take acknowledgements, personally appeared Avito Veloso Vano, who did produce Florida Drivers License as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 21<sup>st</sup> day of March, 1995.

NOTARY PUBLIC:

Sign Kristie L. Dryman  
Kristie L. Dryman

My Commission Expires:



KRISTIE L. DRYMAN  
MY COMMISSION # CC 247362 EXPIRES  
December 21, 1996  
BONDED THRU TROY FARM INSURANCE, INC.

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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.

1. The name of the corporation is: QUALITY REHAB SERVICES, INC.

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

AVITO VELOSO VANO

(Name)

1030 MIDDLESEX DRIVE

(P.O. Box not acceptable)

NEW PORT RICHEY, FL 34655

(City/State/Zip)

*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.*

  
(Signature)

Avito V. Vano 3-21-95

FILED  
05 MAR 31 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA