

05/23/95

FAS-T CORPORATE AGENTS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: D.H.N. REHABILITATION AND MEDICAL CENTER, INC.

FAX AUDIT NUMBER: H95000005743

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** ENTER 'M' FOR MENU. **

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5/23

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95 MAY 23 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
MAY 23 PM 2:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE**ARTICLES OF INCORPORATION OF
D.E.M. REHABILITATION AND MEDICAL CENTER, INC.**

The undersigned, acting as incorporator of D.E.M. REHABILITATION AND MEDICAL CENTER, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "D.E.M. REHABILITATION AND MEDICAL CENTER, INC.", with principal place of business at P.O. Box 450893, Sunrise, Florida 33345.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 450 shares of common stock having a one cent (\$0.01) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

Prepared by: Gerardo Gomez Esq.

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ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is Helen Hernandez, and the street address of the corporation's initial registered office where agent is to be found is 1075 Northwest 127th Path, Miami, Florida 33182.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have three (3) directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Dania Acobal	1079 West 70 place Hialeah, Florida 33014
Helen Hernandez	1075 Northwest 127nd Path Miami, Florida 33182
Rene Nicolas	8560 Miramar Parkway Miramar, Florida 33025

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Helen Hernandez with street address as follows: 1075 Northwest 127th Path, Miami, Florida 33182.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS


The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner proscribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the 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 shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

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ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 22 day of May, 1995.


HELEN HERNANDEZ

STATE OF FLORIDA :
: S.S.
COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Helen Hernandez, 1075 Northwest 127th Path, Miami, Florida to me personally well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 22 day of May, 1995, that he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of May, 1995 by Helen Hernandez, who is personally known to me and who did take an oath.


Carmen M. Garcia, Notary Public
State of Florida at Large



CARMEN M. GARCIA
My Commission CC265314
Expires Jul. 26, 1998
Bonded by HA
800-428-1666

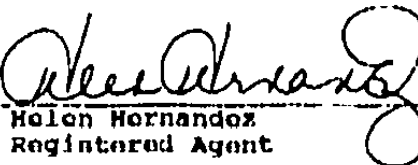
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**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That D.M.M. REHABILITATION AND MEDICAL CENTER, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, has named Helen Hernandez at 1075 Northwest 127th Path Miami, Florida 33182, as agent to accept service of process within the state for the corporation.

Having been named to accept service of process for D.M.M. REHABILITATION AND MEDICAL CENTER, INC., at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

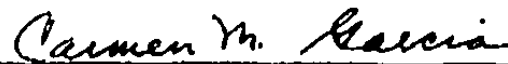

Helen Hernandez
Registered Agent

STATE OF FLORIDA :
: S.S.
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 22 day of May, 1995.



CARMEN M. GARCIA
My Commission CG395314
Expires Jul 20, 1998
Bonded by HIAI
800-422-1555


Carmen M. Garcia, Notary Public
State of Florida at Large

FILED
5:11 PM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA