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DIVISIONS OF CORPORATIONS
D.W. MCKINNON, DIVISION DIRECTOR
P.O. BOX 6327
Tallahassee, FL. 32399

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED ARE (1) ARTICLES OF INCORPORATION, (2) CERTIFICATE DESIGNATING PLACE OF BUSINESS, AND (3) CHECK IN PAYMENT OF INCORPORATION FEES AS FOLLOWS:

\$35. - FILING FEE - PROFIT CORPORATION
52.50 - CHARTER TAX (MINIMUM)
35. - CERTIFICATE DESIGNATING REGISTERED
AGENT

122.50 TOTAL CHECK

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF INCORPORATION TO OUR OFFICE AT:

9240 Bonita Beach Rd Ste. 1114
Bonita Springs, FL 33923

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SINCERELY,

Edward F. Figueroa 7/30/95

cg 8/8/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -8 PM 4:20

ARTICLES OF INCORPORATION
OF
FLORIDA REHABILITATION SPECIALISTS, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this Corporation is Florida Rehabilitation Specialists, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 9240 Bonita Beach Road, Suite 1108, Bonita Springs, Florida 33923. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

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

Edward Figueroa, M.D.
2671 White Cedar Lane
Naples, Florida 33942

Edward Sean Kelley, M.D.
600 Portside Drive
Naples, Florida 33940

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Edward Figueroa, M.D.
2671 White Cedar Lane
Naples, Florida 33942

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

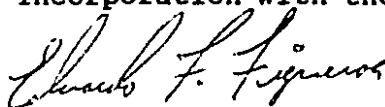
The street address of the initial registered office of this Corporation is 9240 Bonita Beach Road, Suite 1108, Bonita Springs, Florida 33923 and the name of the initial registered agent of this Corporation at that address is Edward Figueroa, M.D.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.



_____(SEAL)
Edward Figueroa, M.D.
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Florida Rehabilitation Specialists, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



Edward Figueroa, M.D.
Registered Agent

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DIVISION OF CORPORATIONS
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