

1/04/96

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-

33408-0127

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRIGHTER DAYS REHABILITATION INC.

FAX AUDIT NUMBER: H96000000209

CURRENT STATUS: REQUESTED

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**ARTICLES OF INCORPORATION  
OF  
BRIGHTER DAYS REHABILITATION INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be: BRIGHTER DAYS REHABILITATION INC.

**ARTICLE II  
NATURE OF BUSINESS**

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

**ARTICLE II  
CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1000 shares of common stock having \$0.01 par value.

**ARTICLE IV  
TERM OF EXISTENCE**

The corporation shall exist in perpetuity.

Prepared by: Juan H. Lazaga  
235 NW 25th St.  
Miami, Fl 33127  
(305) 226-6221

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**ARTICLE V**  
**INITIAL PRINCIPAL OFFICE**

The initial principal office of this corporation shall be at  
235 N.W. 25 Street, Miami, Fla. 33127.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and office of this corporation  
shall be:

Juan H. Lazaga  
235 N.W. 25 Street  
Miami, Fla. 33127

**ARTICLE VII**  
**DIRECTORS**

The name and address of the members of the Board of  
Directors shall be:

Title	Name	Address
President	Juan H. Lazaga	235 N.W. 25 ST. Miami, Fla. 33127
Vice-President	Leonardo Gomez	1801 S.W. 94 Ave. Miami, Fla. 33165
Treasurer	Leonardo Gomez	1801 S.W. 94 Ave. Miami, Fla. 33165
Secretary	Juan H. Lazaga	235 N.W. 25 ST. Miami, Fla. 33127

**ARTICLE VIII**  
**DISTRIBUTION OF STOCK FOR DIRECTORS**

The distribution of stock to the directors shall be:

Name	Number of shares
Juan H. Lazaga	500 Shares Common & 50% of Shares Outstanding
Leonardo Gomez	500 Shares Common & 50% of Shares Outstanding

**ARTICLE IX  
INCORPORATORS**

The name and address of the incorporators of the corporation shall be:

Juan H. Lazaga  
235 N.W. 25 St.  
Miami, Fla. 33127

Leonardo Gomez  
1801 S.W. 94 Ave.  
Miami, Fla. 33165

**ARTICLE X  
AMENDMENT**

The board of Directors may amend any part of The Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under 607.1002 of the Florida Business Corporation Act.

**ARTICLE XI  
SPECIAL ELECTION**

The corporation expressly elects not to be governed by either 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transaction and control share acquisitions.

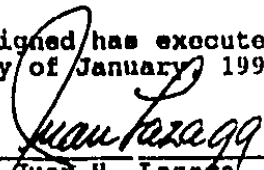
**ARTICLE XII  
PRE-EMPTIVE RIGHTS**


Each Shareholder of this corporation shall have first right to purchase shares (and securities convertible into shares) of any class, kind or series of Stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-emptive within 30 days of receipt of a notice in writing from

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the corporation stating the prices, terms and conditions of this issue of share, and inviting to exercise his pre-emptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder to the corporation within 30 days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of January, 1996

  
Juan H. Lazaga, Incorporator

  
Leonardo Gomez, Incorporator

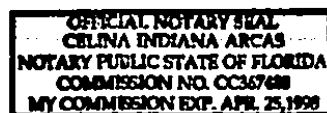
STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGE BEFORE ME THIS 4th  
DAY OF January, 1996, BY JUAN H. LAZAGA AND LEONARDO  
GOMEZ WHO HAS PRODUCE FL.D.L. 2220428671290 AS IDENTIFICATION  
AND WHO DID(DID NOT) TAKE AN OATH. 6520520663900

  
SIGNATURE OF NOTARY

Celina I. Arcas  
PRINTED NAME OF NOTARY

4/25/98  
COMMISSION EXPIRES



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: BRIGHTER DAYS REHABILITATION, Inc

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

JUAN LAZAGA

235 NW 25TH ST

NORTH MIAMI, FL 33127

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

SIGNATURE

Juan Lazaga

TITLE

Pres.

DATE

1/4/96

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Juan Lazaga

DATE

1/4/96