

FEB-27 1996 12:03
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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CONTRACT KIT COMPANY

DEPARTMENT OF STATE

1495 N. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

57-

FAX (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H90000002549))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAREMOR REHAB CORP.

FAX AUDIT NUMBER: H90000002549

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 11:24:13

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072460003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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96 FEB 22 PM 3:12
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TALLAHASSEE, FLORIDA

[Handwritten signature]
2/22

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TALLAHASSEE, FLORIDA
P.06

**ARTICLES OF INCORPORATION
OF
CAREMOR REHAB CORP.**

The undersigned Incorporator to these Articles of Incorporation, does hereby adopt the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is Caremor Rehab Corp.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized for the purpose of transacting any and all lawful business or businesses permitted to any corporation under the laws of the State of Florida pursuant to the Florida General Corporation Act.

ARTICLE IV - PRINCIPLE OFFICE. The address of the principal office of this Corporation is, 25 Second Street North, Suite 340, St. Petersburg, Florida 33701, which shall also serve as the mailing address of the Corporation.

ARTICLE V - CAPITAL STOCK. The capital stock of this Corporation shall consist of one (1) class to be known as common voting stock. The maximum number of shares of stock authorized to be issued by this Corporation is five hundred (500) shares of capital stock of the par value of One Dollar (\$1.00) each, all of which shall have the same rights and privileges.

ARTICLE VI - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or

Prepared By: Michael S. Schlesinger, Esq.
25 Second Street North, Suite 340
St. Petersburg, FL 33701

(813) 894-5333

Fl. Bar # - 349135

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otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is: 25 Second Street North, Suite 340, St. Petersburg, Florida 33701, and the name of the individual registered agent of this Corporation at that address is: Michael S. Schlesinger. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other state or country, as may be approved by its Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are: Sally J. Hamlepp, 25 Second Street North, Suite 340, St. Petersburg, Florida 33701 and Annette Martino, 25 Second Street North, Suite 340, St. Petersburg, Florida 33701.

ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is: Michael S. Schlesinger, 25 Second Street North, Suite 340, St. Petersburg, Florida 33701

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of Caremor Rehab Corp., on this 21st day of February, 1996.

Michael S. Schlesinger
Michael S. Schlesinger

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael S. Schlesinger, known to be the person who executed the foregoing Articles of Incorporation of Caremor Rehab Corp., and acknowledged before me upon an oath/without an oath that he/she executed these Articles of Incorporation of Caremor Rehab Corp. Affiant is personally known to the undersigned or produced _____ as proof of his/her identity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in

Pinellas County, Florida, on this 21st day of February, 1996.



KIMBERLY ANN HUBBARD
My Commission CCE10879
Expires Dec. 18, 1998

NOTARY PUBLIC

Kimberly Ann Hubbard
Notary's Printed Name

My commission expires: 12-18-1999

**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: Caremor Rehab Corp.

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2. The name and address of the registered agent office is : Michael S. Schlesinger
25 Second Street North, Suite 340, St. Petersburg, Florida 33701.

Dated: February 21st 1996

Michael S. Schlesinger
Michael S. Schlesinger, Incorporator

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 PURSUANT
TO SECTION 607.0505, FLORIDA STATUTES.

Dated: February 21st 1996

Michael S. Schlesinger
Registered Agent

FILED
96 FEB 22 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 96000002549

P96000016610

Caremor Rehab Corp.
25 Second St. N., Suite 340
St. Petersburg, FL 33701

City/State/Zip

Phone #

300001929873
-08/22/96--01078--016
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
56 AUG 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2/28

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Caremor Rehab Corporation

1b. The mailing address of the corporation is: 25 Second Street North
Suite 340, St. Petersburg, FL 33701

1c. Date of incorporation: 2-22-96 Document number: P96000016610

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

Michael S. Schlesinger Esq.
25 Second Street North, Suite 340
St. Petersburg, FL 33701

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Roy G. Harrell Esq.
One Progress Plaza
Barnett Tower, Suite 2300
200 Central Avenue
St. Petersburg, FL 33701

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Sally J. Hemlepp
(Signature of an officer, chairman or
vice chairman of the board)

7-26-1996
(Date)

Sally J. Hemlepp, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Roy G. Harrell
(Signature of Registered Agent)

July 26, 1996
(Date)

If signing on behalf of an entity:

Roy G. Harrell
(Typed or Printed Name)

OF COUNSEL TO
(Capacity)
CHARLTON PETERS
FILING FEE: \$35.00

P9600016610



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 7, 1997

SALLY HEMLEPP
6155 N.W. 32ND AVENUE
BOCA RATON, FL 33496

SUBJECT: CAREMOR REHAB CORP.
Ref. Number: P96000016610

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*****35.00 *****35.00

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00006756

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97 FEB 17 PM 2:19

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DIVISION OF CORPORATIONS

Off Pings

FEB 17 1997

SALLY HEMLEPP
6155 N.W. 32nd Avenue
Boca Raton, FL 33496

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DIVISION OF CORPORATIONS
97 FEB 17 PM 2:19

February 3, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL - RETURN
RECEIPT REQUESTED
Z 310 467 215

Re: Resignation of Officer/Director
CAREMOR REHAB CORP.

Dear Sir:

Please be advised that effective February 3, 1997, I have resigned as an officer and director of Caremor Rehab Corp. Please mark your records accordingly.

Very truly yours,


SALLY HEMLEPP

P96 0000/6610

International Care Management Corp.
25 Second Street North, Suite #340
St. Petersburg, Florida 33701
Telephone (813) 894-5333 or Fax (813) 895-6515

July 17, 1997

Via Overnight Mail

Ms. Thelma Lewis
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002243677--1
-07/22/97--01035--018
*****35.00 *****35.00

Re: Change of Registered Office and Agent
- Daylight of Orlando, Inc.
- Co-Dep Counseling Center, Inc.
- Caremor Rehab Corp.

Dear Ms. Lewis:

On Thursday, July 7, 1997, you received Statements of Change of Registered Office or Registered Agent Or Both For Corporations for Daylight of Orlando, Inc. and Co-Dep Counseling Center, Inc., but did not receive the \$35.00 fee for each. Enclosed is check #1948 in the amount of \$70.00 for both applications (copies which are attached).

I am also submitting the same application and a \$35.00 check (#1253) for Caremor Rehab Corp.

Please return the acknowledgment letter that the change has been filed for each corporation in the enclosed overnight mail envelope. Thank you for your assistance.

Sincerely,

Natalie M. Jones
Natalie Jones
Paralegal

/nj
Enclosures

LewisReg.Agt

Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUL 11 AM 10:25

JUL 17 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CAREMOR REHAB CORP.

1b. The mailing address of the corporation is: 25 Second Street North, Suite 340,
St. Petersburg, FL 33701

1c. Date of Incorporation: 02/22/1996 Document number: P96000016610

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

ROY G. HARRELL ESQ.

200 Central Avenue, Suite 2300*

St. Petersburg, FL 33701

*Department of State's record reflects Suite 340 in error
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Benjamin Felder

42 First Street SE

St. Petersburg, FL 33701

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or
vice chairman of the board)

(Date)

Elizabeth Hutton, Chairman of the Board
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

7/9/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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97 JUL 11 AM 10:25