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KORN, ZEHMER & GELLATLY, P.A.

ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

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SUITE 200, SOUTHPOINT BUILDING  
8820 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32210  
TELEPHONE (904) 200-2111

February 23, 1996

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

500001725675  
-02/27/96--0111--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Baymeadows Therapy Center, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$12.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

*Valentina LoGiurato*

Valentina LoGiurato  
Legal Assistant

Enclosures  
JHZ:val/BTCL2.15

FILED  
96 FEB 27 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GB 2/29/96

**ARTICLES OF INCORPORATION  
OF  
BAYMEADOWS THERAPY CENTER, INC.**

FILED  
96 FEB 27 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this corporation is: BAYMEADOWS THERAPY CENTER, INC. The principal office of the corporation is located at 9770-101 Baymeadows Road, Jacksonville, Florida 32256.

**ARTICLE II**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III**

The total number of authorized shares of the capital stock of this corporation is ten thousand (10,000) shares of common stock, which shall have a par value of one cent (\$.01) each.

**ARTICLE IV**

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

**ARTICLE V**

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be one (1) director.

**ARTICLE VI**

The name and post office address of the first director of the corporation, who shall hold office for the first year of existence of the corporation or until his or her successors are elected or appointed and have qualified is:

Names

Post Office Address

Ginger F. Schulz

9770-101 Baymeadows Road  
Jacksonville, Florida 32256

**ARTICLE VII**

The name and post office address of the incorporator of this corporation is as follows:

Name

Post Office Address

Ginger F. Schulz

9770-101 Baymeadows Road  
Jacksonville, Florida 32256

**ARTICLE VIII**

The street address of the initial registered office of this corporation is 9770-101 Baymeadows Road, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Ginger F. Schulz.

**ARTICLE IX**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 23rd day of February, 1996.

Signed, sealed and delivered in the presence of:

Thomas B. Nunnery

[Signature]

Ginger F. Schulz (SEAL)  
Ginger F. Schulz

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DUVAL     )

BE IT REMEMBERED that on this 23rd day of February, 1996, personally came before me, Ginger F. Schulz, who has produced FL driver's license # 5420-261-57-924-0 as identification, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that she signed said Articles in her act and deed on behalf of BAYMEADOWS THERAPY CENTER, INC., and that the facts therein stated are truly set forth.

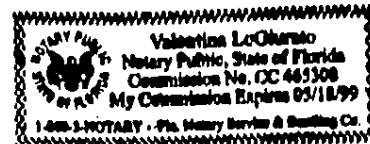
GIVEN under my hand and seal of office the day and here aforesaid.

Valentina LoGiurato  
Print Name:

Notary Public, State of Florida at Large

My Commission Expires:

My Commission No.:



**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FILED**

91 FEB 27 AM 9:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That BAYMEADOWS THERAPY CENTER, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Ginger F. Schulz, 9770-101 Baymeadows Road, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

**BAYMEADOWS THERAPY CENTER, INC.**

2/23/96  
Date

Ginger F. Schulz  
By: Ginger F. Schulz  
Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

2/23/96  
Date

Ginger F. Schulz  
Ginger F. Schulz