

P96000045151

May 14 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary of State:

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-05/21/96--01149--012
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation for APEX Therapy Services, Inc. and the Certificate Designating Registered Agent.

Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 (\$35 filing fee, \$35 Registered Agent fee, and \$52.50 for a certified copy of the Articles of Incorporation). Your assistance in establishing the corporation to be known as APEX Therapy Services, Inc. is appreciated.

Respectfully,


Robert B. Neale
Registered Agent

RBN/blr
Enclosures

MAY 28 1996

BSB

FILED
96 MAY 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

APEX Therapy Services, Inc.

FILED
96 MAY 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is:

APEX Therapy Services, Inc.

The address of the principal office is:

7433 State Road 21 North, Suite B
Keystone Heights, FL 32656

This is the initial mailing address of the Corporation. The principal address and the registered office address are the same.

ARTICLE II

TERM OF EXISTENCE

Corporate existence shall commence upon filing of the Articles of Incorporation by the Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in any and all lawful businesses, directly or indirectly through other corporations, partnerships, joint ventures, or other enterprises, for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

POWERS

The Corporation shall have power:

- (i) To have perpetual succession by its corporate name.
- (ii) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (iii) To have a corporate seal, which it may alter at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (iv) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (v) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (vi) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (vii) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, government district, or municipality, or any instrumentality thereof.
- (viii) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income.
- (ix) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (x) To conduct its business, carry on its operations, and have offices and exercise powers granted by the Florida General Corporation Act within or without the State of Florida.
- (xi) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (xii) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.
- (xiii) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (xiv) To transact any lawful business which the Board of Directors shall find will be in aid of government policy.
- (xv) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.
- (xvi) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(xvii) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

CAPITAL STOCK

APEX Therapy Services, Inc. is authorized to issue 100,000 shares of Common Stock with a par value of one cent (\$0.01) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7433 State Road 21 North, Suite B Keystone Heights, FL 32656, and the name of the registered agent at such address is Robert B. Neale.

ARTICLE VII

DIRECTORS

The number of directors of the Corporation may be either increased or diminished from time to time by the By-Laws of the Corporation; provided, however, there shall always be at least one director. The name and address of the initial director of this Corporation, who shall serve until his successor(s) are duly elected and qualified is:

Robert B. Neale
6866 Southeast 35th Street
Keystone Heights, FL 32656

ARTICLE VIII

INCORPORATOR

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

Robert B. Neale
6866 Southeast 35th Street
Keystone Heights, FL 32656

ARTICLE IX

SPECIAL PROVISIONS

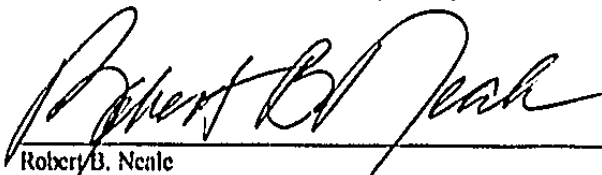
The Board of Directors shall have the power to adopt, alter, amend, or repeal the By-Laws of the Corporation, subject always to the rights of the shareholders with respect thereto.

ARTICLE X

AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of May, 1996.



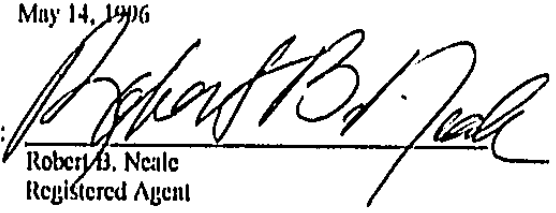
Robert B. Neale

CERTIFICATE DESIGNATING REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for APEX Therapy Services, Inc., at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Date: May 14, 1996

Signed:


Robert B. Neale
Registered Agent

FILED
95 MAY 21 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA