

CONROY, SIMBERG, LEWIS & GANON, P.A.

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BRUCE E. SIMBERG  
DAVID L. LEWIS  
NEAL E. GANON  
LEE W. JONES  
RONALD C. ABEL  
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SCOTT D. KRIVANS  
DAVID L. JONES  
ROBERT M. LAYMAN  
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DAVID A. BRUNSTEN  
SCOTT J. BROOK  
ROBERT L. BUCHENBAUM  
LOUIS A. CAPUTO  
DAVID S. CHAFFET  
NORMA MIRANDA DAVIS

ROBERT E. HILMAN  
KEVIN A. KRAMER  
DALE E. HILMAN  
DAVID S. GALT  
JAMES E. GALT  
JOHN E. HILMAN, JR.  
KIMBERLY A. HILL  
PHILIP E. HILMAN, JR.  
HOWARD W. HILMAN  
WILLIAM A. JUDACHS  
JINDA KILIN  
KATHERINE G. LITZLER  
AMIE E. LITZLER  
JOHN A. LURVEY  
NATALIA M. SHORE  
ROBERTO M. NUNEZ  
GARY A. MILLER  
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JOHN E. MURRAY  
JILL R. ZAPATA  
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LINA TORRON-BAUTISTA  
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ORLANDO  
Nationallink Tower  
Suite 1205  
111 North Orange Avenue  
Orlando, Florida 32801  
Orlando (407) 649-9797  
FAX (407) 649-1948

Please Reply To  
Hollywood

June 27, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: United Rehabilitation Corporation of America, Inc.  
Our File No. : 96-9454

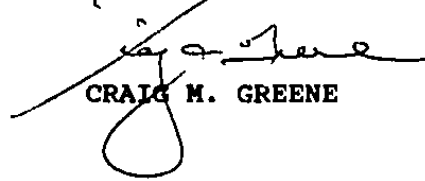
Dear Sir/Madam:

900001879749  
-06/28/96--01099--002  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original and one copy of the Articles of Incorporation for United Rehabilitation Corporation of America, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee. Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Thank you for your prompt attention to this matter. If you should have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,

  
CRAIG M. GREENE

CMG/lb  
062796  
Enclosures

FILED  
96 JUN 28 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
7/1/96

ARTICLES OF INCORPORATION  
OF  
UNITED REHABILITATION CORP. OF AMERICA, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I  
NAME

The name of the Corporation is:

UNITED REHABILITATION CORP. OF AMERICA, INC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is: 333 Ives Dairy Road #N, Miami, Florida 33179.

ARTICLE III  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE IV  
PURPOSES

This Corporation is organized for the purpose of providing physical, occupational and speech therapy in a rehabilitation setting and transacting any and all lawful business.

Prepared by:  
Craig M. Greene, Esq.  
Conroy, Simberg, Lewis & Ganon, P.A.  
2nd Floor  
3440 Hollywood Boulevard  
Hollywood, Florida 33021

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**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE VI**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is c/o Conroy, Simberg, Lewis & Ganon, P.A., 2nd Floor, 3440 Hollywood Boulevard, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at such address is Craig M. Greene, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Dennis Margaris  
333 Ives Dairy Road, #N  
Miami, Florida 33179

**ARTICLE IX**  
**INCORPORATOR**

Craig M. Greene, Esq.  
Conroy, Simberg, Lewis & Ganon, P.A.  
2nd Floor  
3440 Hollywood Boulevard  
Hollywood, Florida 33021


**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI  
LIMITATION ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

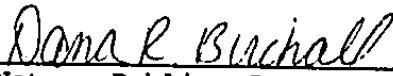
IN WITNESS WHEREOF, the undersigned has subscribed his name this \_\_\_\_ day of June, 1996.

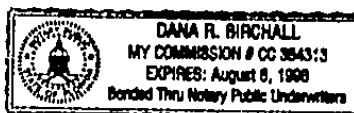
  
\_\_\_\_\_  
Craig M. Greene, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

On this 27 day of June, 1996, before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Craig M. Greene, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed it for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

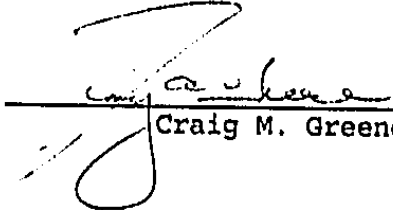
  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:  
Dana R Birchall



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Craig M. Greene, hereby accept designation as Registered Agent of UNITED REHABILITATION CORP. OF AMERICA, INC..

Dated: June 27, 1996.

  
\_\_\_\_\_  
Craig M. Greene

FILED  
96 JUN 28 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA