

BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

PG 60000 574-8-9.

July 8, 1996

VIA OVERNIGHT DELIVERY

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****122.50 ****122.50

Ms. Elizabeth Moss
Berger & Davis, P.A.
215 S. Monroe Street, #804
Tallahassee, Florida 32301

Re: First Quality Rehabilitation Centers, Inc.
Our File No. 3195.003

Dear Elizabeth:

Enclosed are Articles of Incorporation for the above-referenced proposed corporation. Please file same upon receipt and return a certified copy to me via overnight delivery. Also enclosed is a check in the amount of \$122.50.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: Christine A. Butler, Esq.
John F. Maloney, II (w/enc.)
John Brunt, C.P.A. (w/enc.)

FILED
JUL 9 9 PM 12:48
TALLAHASSEE
FLORIDA

RECEIVED
JUL 12 - 9 PM 12:36
DIVISION OF CORPORATION

8/8/96

**ARTICLES OF INCORPORATION
OF
FIRST QUALITY REHABILITATION CENTERS, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is First Quality Rehabilitation Centers, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

440 E. Sample Road, Suite 101
Pompano Beach, Florida 33064

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Two Thousand (2,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Christine A. Butler.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
DIANE ZARRILLI	440 E. Sample Road, Suite 101 Pompano Beach, FL 33064
SOL SCHULMAN	440 E. Sample Road, Suite 101 Pompano Beach, FL 33064
JOHN F. MALONEY, II	440 E. Sample Road, Suite 101 Pompano Beach, FL 33064

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
CHRISTINE A. BUTLER	100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of July, 1996.



CHRISTINE A. BUTLER
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

SS:

Sworn to and subscribed before me this 8th day of July, 1996,
by CHRISTINE A. BUTLER.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: *Maia Walter*
Print Name: Maia A. Walter
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FIRST QUALITY REHABILITATION CENTERS, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of FIRST QUALITY REHABILITATION CENTERS, INC.

Date: July 8, 1996

Christine A. Butler
CHRISTINE A. BUTLER

Initial Registered Agent

FILED
96 JUL -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA