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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

1000 N. W. 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-28703394-0000

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 300-2571

FAX: (305) 300-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RECOVERY SERVICES OF SOUTH FLORIDA, INC.

FAX AUDIT NUMBER: H96000010532

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/30/1996

TIME REQUESTED: 14:02:19

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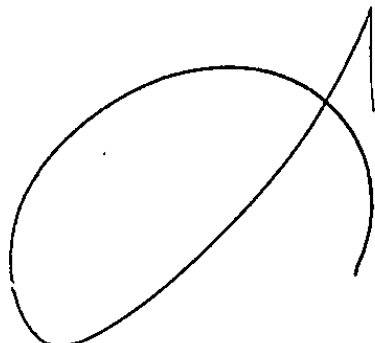
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Online

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96 JUL 30 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUL 30 PM 2:58

RECEIVED

H96-010532

Articles of Incorporation  
of  
Recovery Services of South Florida, Inc.

FILED  
95 JUL 30 PM 4:00  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Recovery Services of South Florida, Inc. The principal place of business and mailing address of this corporation shall be at 1865 Brickell Avenue, #1813-A, Miami, Florida 33219.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

H96-010532  
ACE INDUSTRIES, INC.  
64 NW 11th Street  
Miami, FL 33136  
305-350-6571

H96-010532

**ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
Howard Rodgers Director	1865 Brickell Avenue, #1813-A Miami, Florida 33129

**ARTICLE VIII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Howard Rodgers President/V. Pres.	1865 Brickell Avenue, #1813-A Miami, Florida 33129
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**ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: Howard Rodgers, 1865 Brickell Avenue, #1813-A, Miami, Florida 33129.

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## ARTICLE XI. SUBSCRIBERS.

The name and address of the subscriber of these Articles of Incorporation is: **ABLION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.**

## ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding. *S. Johnson*

Dated this 18 day of July, 1996.

**HOWARD RODGERS, PRES. V. PRES.**

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

BEFORE ME, the undersigned Notary Public, personally appeared Howard Rodgers to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County,  
Florida this 18 day of July, 1996.

My Commission Expires: **OFFICIAL SEAL**  
**MARTHA M. HUGUET**  
 My Commission Expires  
 Aug. 3, 1996  
 Comm. No. CC 218860

H96-010532

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING SUBMITTED:

FIRST -- RECOVERY SERVICES OF SOUTH FLORIDA, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS LOCATED AT 1865 BRICKELL AVENUE, #1813-A,  
MIAMI, FLORIDA 33129, AND HEREBY NAMES HOWARD RODGERS, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
HOWARD RODGERS

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
HOWARD RODGERS  
REGISTERED AGENT  
DATED: 7/18/96

FILED  
96 JUL 30 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96-010522

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Recovery Services of S. FLA., INC.

~~CERTIFIED REHABILITATION  
SPECIALISTS, INCORPORATED~~

1865 Brickell Ave. #1813  
Miami, FL 33129

City/State/Zip

Phone #

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY 30 PM 2:22

FILED

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

1. \_\_\_\_\_ (Corporation Name) (Document #)
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3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

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<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 type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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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

Examiner's Initials

6-6-97  
Nge

EIN # 65-0740716

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Recovery Services  
of South Florida, Inc.

SECOND: The articles of incorporation were filed on: 7/30/96

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 22<sup>nd</sup> day of May, 19 97

Signature

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

HOWARD ROGERS

(Typed or printed name)

President

(Title)

1865 Brickell Ave. #1813  
Miami, FL 33129  
(305) 856-3345

FILED  
MAY 30 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA