

08/06/1998 13:25  
EMPIRE CORPORATE KIT  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
400 EAST MONROE STREET  
TALLAHASSEE, FL 32304  
FAX: (904) 841-3770  
P. 13/20  
10:20 AM  
EMPIRE CORPORATE KIT COMPANY  
100 E. FLAGLER ST  
SUITE 200  
MIAMI, FL 33136  
PHONE: (305) 841-3694  
FAX: (305) 841-3770

((H98000010882)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GEM PHYSICAL THERAPY, INC.  
FAX AUDIT NUMBER: H98000010882  
DATE REQUESTED: 08/06/1998  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 0  
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((H98000010882)))  
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56 AUG -6 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

*[Handwritten signature]*  
*[Handwritten initials]*

RECEIVED  
96 AUG -6 PM 2:02  
DIVISION OF CORPORATIONS

**Watson & Company, P.A.**

Certified Public Accountants

The Churn Building  
20401 N.W. 2nd Avenue Suite 300  
(State Road 441)  
Miami, Florida 33160  
(305) 683-8865  
(305) 683-8866  
Fax (305) 684-7781  
Broward: 824-0122

July 20, 1996

Department  
Division of Corporation  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Filing of Article of Incorporation  
for new company under the name of  
Gen Physical Therapy, Inc.

Dear Sir/Madam:

Pursuant to the inquiry made by our office regarding name  
availability for the above, please be advised that the captioned  
company is under the same ownership as Gen Physical Therapist,  
Inc. and therefore the similarity of names is acceptable to the  
Incorporator, Director and President of Gen Physical Therapy, Inc.

As the Accountants, we wish to attest to the above as being true  
and would appreciate your agreement to filing the articles of  
incorporation as presented.

Sincerely  
WATSON & COMPANY, P.A.



Florence Meik  
Office Manager  
for  
Famella B. Watson, CPA  
President

PW/fvm.  
enc.

cc: Gen Physical Therapy - Godfrey Murray

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FILED  
96 AUG-6 PM 3:30  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

ARTICLES OF INCORPORATION  
OF  
GEM PHYSICAL THERAPY, INC.

=====

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is GEM PHYSICAL THERAPY, INC.

ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share.

H96000010882

PAMELLA B. WATSON  
WATSON & COMPANY, P.A.  
The Chasyn Building  
20401 N.W. 2nd Ave.  
Suite 200

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

#### ARTICLE V

GEN PHYSICAL THERAPY, INC., has named Godfrey Murray, 420 NE 55th Terrace, Miami, Florida 33137 as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the State of Florida is 18383 NW 2nd Avenue, Suite H, Miami, Florida 33056.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial Director is:

GODFREY MURRAY

420 NE 55th Terrace,  
Miami, FL 33137

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Godfrey Murray, 420 NE 55th Terrace, Miami, Florida 33137

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## ARTICLE VIII

## BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE IX

## INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

## ARTICLE X

## AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 2nd day of August 1996.

  
\_\_\_\_\_  
GODFREY MURRAY

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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take  
acknowledgment in the State and County set forth above,  
personally appeared GODFREY MURRAY, known to me and known by me  
to be the person who executed the foregoing Article of  
Incorporation, and he acknowledged before me that he executed  
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid, this 2nd  
day of August 1996.



FLORENCE V. MEESLE  
My Commission 0007552  
Expires 02/28/97  
Issued by MAB  
020-000-1000

Florence Meeks  
NOTARY PUBLIC  
State of Florida at Large

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

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that GKM PHYSICAL THERAPY, INC., is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 18303 NW 27th Avenue, Suite B, Miami, Florida 33056, has named Godfrey Murray of 420 NE 55th Terrace, Miami, Florida 33137 as its Registered Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at 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 performance of my duties.

Dated this 2nd day of August, 1996.

BY: 

GODFREY MURRAY  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

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Watson & Company, P.A.

Certified Public Accountants

The Chasyn Building  
20401 N.W. 2nd Avenue Suite 300  
(State Road 441)  
Miami, Florida 33169  
(305) 653-0865  
(305) 653-0866  
Fax: (305) 654-7761  
Broward: 624-0122

P96000065596

July 20, 1996

Department  
Division of Corporation  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Filing of Article of Incorporation  
for new company under the name of  
Gem Physical Therapy, Inc.

Dear Sir/Madam:

Pursuant to the inquiry made by our office regarding name availability for the above, please be advised that the captioned company is under the same ownership as Gem Physical Therapist, Inc. and therefore the similarity of names is acceptable to the Incorporator, Director and President of Gem Physical Therapy, Inc.

As the Accountants, we wish to attest to the above as being true and would appreciate your agreement to filing the articles of incorporation as presented.

Sincerely  
WATSON & COMPANY, P.A.



Florence Meikle  
Office Manager  
for  
Pamella B. Watson, CPA  
President

PW/fvm.  
enc.

cc: Gem Physical Therapy - Godfrey Murray

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8/12