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GAUTAM D. THAKAR  
P.O. Box 30277  
Palm Bench Gardens, FL 33420  
Tel. No. (561) 681-6881

95 SEP -3 PM 3:03  
TALLAHASSEE, FLORIDA

August 30, 1996

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

800001939108  
-09/04/96--01176--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find two sets of Articles of Incorporation (one original and one copy) of The Lake Rehab Inc. for the purpose of incorporating it as a Florida corporation.

A check for \$70.00 (seventy dollars only) made payable to the Department of State is also enclosed for the necessary filing fees.

Sincerely,

  
Gautam D. Thakar

Enclosures (3)

GDT:slp



ARTICLES OF INCORPORATION  
OF  
THE LAKE REHAB INC.

FILED  
25 SEP -3 PM 3:03  
TALLAHASSEE FLORIDA

The undersigned, a natural person competent to contract, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

THE LAKE REHAB INC.

ARTICLE II

TERM OF EXISTENCE

The Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

The Corporation is organized for the general purpose of providing diversified rehabilitative therapies and transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue a maximum of 10,000 shares of common stock par, value \$1.00 per shares, of which 5,000 shares shall be designated as Class A voting shares and 5,000 shares shall be designated Class B non-voting shares.

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgement of the Board of Directors, equivalent at least to the full par value

of the shares so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each Class A voting share of the common stock of the Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of Class B non-voting shares of the common stock of the Corporation shall be entitled to vote. No holder of common stock of the Corporation shall be entitled to any right of cumulative voting.

#### ARTICLE V

##### PRE-EMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Shareholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name of the initial Registered Agent of the Corporation is:

Gautam D. Thakar

The street address and mailing address of the Registered Agent and the Principal Office of the Corporation in the State of Florida are the same, that being:

13175 Doubletree Circle

West Palm Beach, Florida 33414

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time provide by resolution.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than ten (10) persons. The Board of Directors shall be elected at the annual

meeting of the Shareholders of the Corporation, which meeting shall be held at such time as provided in the By-Laws. The members of the Board of Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided in the By-Laws.

The names and street addresses of the initial directors who are to conduct the affairs of the Corporation until the first meeting and election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Mukesh D. Bhatt	13175 Doubletree Circle West Palm Beach, Florida 33414
Gautam D. Thakar	10060 Dasheen Avenue Palm Beach Gardens, Florida 33410

#### ARTICLE VIII

#### INCORPORATOR

The name and address of the individual subscribing to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Gautam D. Thakar	P.O. Box 30277 Palm Beach Gardens, Florida 33420


#### ARTICLE IX

#### MISCELLANEOUS

1. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer of such other corporation.
2. The business and affairs of the Corporation shall be managed by a Board of Directors elected by the Shareholders of the Corporation who are entitled to vote. The elected Board of Directors shall not need any further authorization from its Shareholders with respect to the management of the corporation except as provided in law or otherwise herein.
3. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Shareholders as stated herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 30th day of August, 1996

  
 \_\_\_\_\_  
 Gautam D. Thakar

STATE OF FLORIDA            )  
   )  
 COUNTY OF PALM BEACH    )

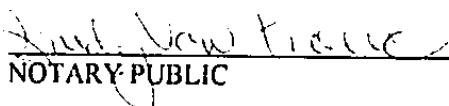
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gautam D. Thakar known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 30 day of August, 1996  
 FL DE# T 260-284-40-409-8 presented to me.

My Commission Expires:



TRUDY VAN KNOWE  
 My Commission CC091663  
 Expires Jul. 12, 1998  
 Bonded by HAI  
 800-422-1555

  
 \_\_\_\_\_  
 NOTARY PUBLIC

The Undersigned hereby accepts designation as Registered Agent of the Corporation.

  
Gautam D. Thakar

THAKAR.COR

FILED  
55 SEP -9 PM 3:08  
TALLAHASSEE, FLORIDA