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Sumate Research  
Requestor's Name

Address

City/State/Zip

Phone #

09/16/96 01028-014  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. Medicor Rehabilitatoin Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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

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

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96 SEP 16 AM 11:48  
TALLAHASSEE, FLORIDA  
STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<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 type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

RECEIVED  
96 SEP 16 AM 11:03  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
Medicorf Rehabilitation, Inc.

FILED  
96 SEP 15 AM 11:09

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be Medicorf Rehabilitation, Inc., and the principal place of business and mailing address of this corporation shall be:

4400 West Sample Road, Suite 132  
Coconut Creek, Florida 33073

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 4400 West Sample Road, Suite 132, Coconut Creek, Florida 33073 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jerry W. Thomas.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Jerry W. Thomas, President and Chairman of the Board	4400 West Sample Road Suite 132 Coconut Creek, Florida 33073

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is Jerry W. Thomas, 4400 West Sample Road, Suite 132, Coconut Creek, Florida 33073.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

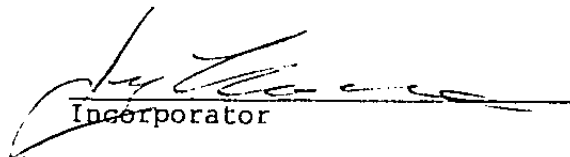
**ARTICLE IX**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand this 13th day of September, 1996.

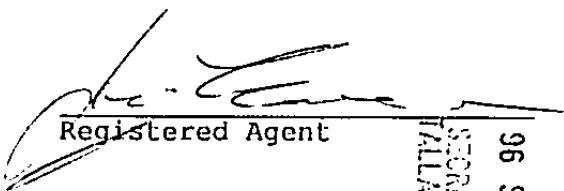
  
Incorporator

**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 the laws of the State of Florida,  
Medicor Rehabilitation, Inc., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place  
of business at 4400 West Sample Road, Suite 132, in the City of  
Coconut Creek, State of Florida, 33073, has named Jerry W.  
Thomas, 4400 West Sample Road, Suite 132, Coconut Creek, County  
of Broward, State of Florida, 33073 as its statutory Resident  
Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept  
service of process for the above corporation, at the place  
designated in this certificate, I hereby acknowledge that I am  
familiar with the obligations imposed upon a Registered Agent by  
Section 607.0505 of the Florida Statutes and I agree to accept  
the same and to act as Registered Agent, and to comply with the  
provisions of Florida law relative to keeping the registered  
office open.

  
Registered Agent

DATED: this 13th day of September, 1996.

FILED  
96 SEP 16 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA