

796000078212

LAW OFFICES OF  
**DEAN M. GETTIS**  
11900 BISCAYNE BOULEVARD, SUITE 809  
NORTH MIAMI, FLORIDA 33181

TELEPHONE  
(305) 893-8931

TELEFAX  
(305) 895-8333

400001951864  
-03/19/96--01074--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

September 16, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Hialeah Diagnostic & Rehabilitation, Inc.

Dear Sir/Madam:

With reference to the above, I am herewith enclosing the original and one copy of the Articles of Incorporation for Hialeah Diagnostic & Rehabilitation, Inc., along with my client's check in the sum of \$122.50 representing applicable filing fees. Please process this corporation as expeditiously as possible and return a conformed copy of the same to the undersigned in the envelope enclosed for your convenience.

Please do not hesitate to contact my office if you have any questions or if there will be any difficulty in this matter.

Very truly yours,



DEAN M. GETTIS

DMG/cs  
Encls.

SEP 20 1996

BSB

FILED  
96 SEP 19 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HIALEAH DIAGNOSTIC & REHABILITATION, INC.

FILED

06 SEP 19 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is

**HIALEAH DIAGNOSTIC & REHABILITATION, INC.**

2. Duration. This corporation shall have perpetual existence.

3. Purpose. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

4. Capital Stock. The corporation is authorized to issue 1000 shares, all of one class, with \$1.00 par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent

DR. ANDREW SCHMER

Principal Office and Mailing Address

1991 W. 60 Street  
Hialeah, FL 33012

6. Initial Board of Directors. This corporation shall have one (1) director, initially. The number of directors may be either increased or decreased from time to time by amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
DR. ANDREW SCHMER	1991 W. 60 Street Hialeah, FL 33012

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
DR. ANDREW SCHMER	1991 W. 60 Street Hialeah, FL 33012

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

9. Non-Resident Directors. Directors need not be residents of this state or shareholders unless otherwise directed by the By-Laws.

10. Directors Authority to Fix Compensation. Directors shall have authority to fix compensation unless otherwise provided in the By-Laws.

11. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of

this corporation, in the ratio that the number he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. Director Conflict of Interest.

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose provided that:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contracts or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or

directors; or

2. Such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders, or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

13. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the By-Laws of this corporation and/or the Florida Statutes.

14. Removal of Directors. At a meeting of the shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51% of the shares then entitled to vote at an election of directors.

15. Informal Action of Directors. If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the

Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of September, 1996.

Andrew Schmer  
Incorporator

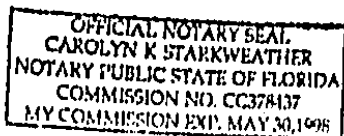
STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, this day personally appeared DR. ANDREW SCHMER, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11 day of September, 1996.

Carolyn K Starkweather  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Andrew Schmer  
Registered Agent

FILED  
96 SEP 19 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA