

P9160000078957  
/23/96  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
4:2 PM

((H96000013320 2))

D: DIVISION OF CORPORATIONS  
FAX #: (904)922-4001  
COM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694  
ACCT#: 072450003255  
FAX #: (305)541-3770

NAME: SOUTH FLORIDA THERAPEUTIC GROUP, INC.  
AUDIT NUMBER.....H96000013320  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....1  
PAGES..... 6  
DEL.METHOD.. FAX  
EST.CHARGE... \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

ENTER 'M' FOR MENU. \*\*

AFTER SELECTION AND <CR>:  
1lp F1 Option Menu F2

NUM Connect: 00:03:05

RECEIVED  
56 SEP 24 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 SEP 24 PM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

43864  
10/1/96  
10/1/96  
10/1/96

H.96000013320  
25 SEP 1996  
FILED  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA THERAPEUTIC GROUP, INC.

The undersigned does 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

The name of this corporation is South Florida Therapeutic  
Group, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting  
any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00  
par value common stock, which shall be designated as "Common  
Shares". All of said stock shall be payable in cash, property  
(real or personal) or labor or services in lieu thereof at a just  
valuation to be fixed by the board of Directors. The initial  
capitalization of the corporation shall be in the sum of \$1,000.00.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power  
for the election of directors and for all other purposes shall be  
vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on date of  
filing and shall exist perpetually thereafter unless sooner  
dissolved according to law.

Page 1

Filed By: GONZALO PEREZ, JR., P.A., Gonzalo Perez, Jr., Esq. FL BAR # 0858463  
2151 Le Jeune Road, Mezzanine Floor, Coral Gables, FL 33134  
(305) 446.2311

P.02/06

EMPIRE CORPORATE KIT

SEP-23-1996 16:40

H96000013320

## ARTICLE VI. - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 8585 Sunset Drive, Suite 10, East Atrium, Sunset Executive Center, Miami, FL 33143 and the name of the initial registered agent of this corporation is Aristides M. Garcia whose address is 8585 Sunset Drive, Suite 10, East Atrium, Sunset Executive Center, Miami, FL 33143.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director(s) of this corporation is/are:

Brian Fernandez Sastre  
13851 S.W. 109th Street  
Miami, FL 33186

Aristides M. Garcia  
151 Majorca Avenue, Ste B  
Coral Gables, FL 33134

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

Aristides M. Garcia  
151 Majorca Avenue, Suite B  
Coral Gables, FL 33134

496000013320

H96000013320

ARTICLE X - INDEMNIFICATION

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

ARTICLE XI

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 pecuniarily 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 pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he 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 corporation, or who it 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 he were not such director or officer of such other corporation, or not so interested.

H96000013320

Page 3

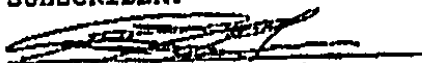
H96000013320

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of September, 1996.

SUBSCRIBER:

  
ARISTIDES M. GARCIA

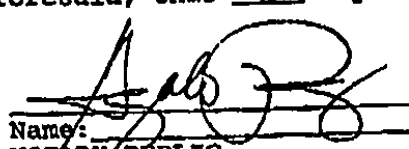
STATE OF FLORIDA     }  
COUNTY OF DADE       }     SS

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ARISTIDES M. GARCIA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of September, 1996.



My Commission Expires

  
Name: \_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA

H96000013320

H96000013320

**SOUTH FLORIDA THERAPEUTIC GROUP, INC.**

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 IS SUBMITTED:

FIRST THAT: SOUTH FLORIDA THERAPEUTIC GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ARISTIDES M. GARCIA LOCATED AT 8585 SUNSET DRIVE, SUITE 10, EAST ATRIUM, SUNSET EXECUTIVE CENTER, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
ARISTIDES M. GARCIA  
TITLE INCORPORATOR

DATE SEPTEMBER 13, 1996

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE   
ARISTIDES M. GARCIA

DATE SEPTEMBER 13, 1996

FILED  
SEP 24 AM 8:43  
96  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

H96000013320