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TRANSMITTAL LETTER

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

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-12/31/96--01025--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MEDICAL REHABILITATION SPECIALISTS II, P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Dr. Kirk J. Mauro, M.D.  
Name (printed or typed)  
3050 O'Brien Drive  
Address  
Tallahassee, FL 32308  
City, State & Zip  
1-800-234-1519  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 30 AM 9:44

NOTE: Please provide the original and one copy of the articles.

WJW 1-97

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DIVISION OF CORPORATIONS  
FILED

ARTICLES OF INCORPORATION  
OF  
MEDICAL REHABILITATION SPECIALISTS II, P.A.

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, for the purpose of forming a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MEDICAL REHABILITATION SPECIALISTS II, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 3050 O'Brien Drive, Tallahassee, Florida, 32308. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE III - SHARES

The number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock, having no par value per share.

ARTICLE IV - INCORPORATOR

The name and street address of the sole incorporator, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the corporation is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

ARTICLE VI - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII - BOARD OF DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The name and street address of the initial Director of the corporation, who shall hold office for the first year of existence of this corporation or until his successor or successors are elected or appointed and have qualified, is Dr. Kirk J. Mauro, M.D., 3050 O'Brien Drive, Tallahassee, Florida, 32308.

Medical Rehabilitation Specialists II, P.A.  
Articles of Incorporation  
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Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

ARTICLE IX - STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BY-LAWS

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 1996.

  
\_\_\_\_\_  
Dr. Kirk J. Mauro, M.D.

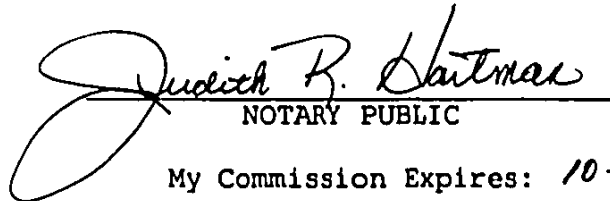
ACKNOWLEDGMENT

STATE OF FLORIDA       )

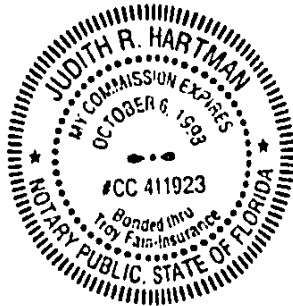
COUNTY OF LEON       )

Before me, the undersigned authority, personally appeared DR. KIRK J. MAURO known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of December, 1996.

  
NOTARY PUBLIC

My Commission Expires: 10-6-98



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MEDICAL REHABILITATION SPECIALISTS II, P.A.

2. The name and address of the registered agent and office is:

Dr. Kirk J. Mauro, M.D.

(NAME)

3050 O'Brien Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32308

(CITY/STATE/ZIP)

FILED  
DIVISION OF CORPORATIONS  
96 DEC 30 AM 9:44

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*KJ Mauro*

(SIGNATURE)

12/29/96

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314