# PREMIERE DASSOCIATES MANAGEMENT COMPANY P97000024699

May 21, 1997

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

Key Rehab, Inc.

-05/29/97--01063--012 \*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Sir/Madam:

DOC. EXAM.

C:\WPWIN60\WPDOCS\INCORPOR.ATN\KEYREHAB\CERTSTAT.LTR

Re:

Enclosed please find a copy of the letter dated May 7, 1997 requesting additional information and funds, a check in the amount of \$52.50 for the certified copy fee, the Consent of Directors, and the Amended and Restated Articles of Incorporation of Key Rehab, Inc.

Please process these documents and send the certified copy to my attention at the below address.

Thank you for your assistance in this matter.

Sincerely,

Janny K. Somers

Legal Assistant to Galen Goetz

Enclosures

cc: Ben Atkins

Tammy GAVE



April 25, 1997

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

400002158894--8 -04/29/97--01095--012 \*\*\*\*\* 35.00 \*\*\*\*\*35.00

Re: KEY REHAB, INC.

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation for KEY REHAB, INC., a Florida corporation. Please provide one certified copy of the recorded amended articles. A check in the amount of \$35.00 is enclosed. This represents payment for the filing fees and a certified copy of the amended and restated articles for this corporation.

Sincerely,

Tammy K. Somers

Legal Assistant to Galen Goetz

Janny K Somers

/tks

**Enclosures** 



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 7, 1997

TAMMY K. SOMERS, LEAGL ASSISTANT PREMIERE ASSOCIATES MANAGEMENT COMPANY 689 DELTONA BLVD. DELTONA, FL 32725

SUBJECT: KEY REHAB, INC. Ref. Number: P97000024699

We have received your document for KEY REHAB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

In your letter of April 25, you requested a certified copy. Please return with your document a check in the amount of \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00024226

# CONSENT OF DIRECTORS OF KEY REHAB, INC. TO ACTION WITHOUT A MEETING

SECRETARY OF STATE OF

The undersigned, being a Director of KEY REHAB, INC., a Florida corporation (the "Corporation"), hereby adopts the following resolutions and the taking of the action contemplated thereby.

#### Restatement of Articles of Incorporation

WHEREAS, it is the desire of the Corporation to amend and restate the Articles of Incorporation of the Company to include indemnification provisions.

NOW, THEREFORE, BE IT RESOLVED, that the said Amended and Restated Articles of Incorporation for the Company be filed with the Florida Secretary of State, Division of Corporations.

BE IT FURTHER RESOLVED, that the appropriate Officers of the corporation be, and they hereby are, authorized and directed to affix their signatures to the Amended and Restated Articles of Incorporation of the Company and to sign all other necessary documents required for such a filing.

The Amended and Restated Articles does not contain any amendment requiring shareholder This the 4d day of May, 1997.

approval.

L. P. Herzog Vice President

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KEY REHAB, INC.

The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, and to that end sets forth:

# ARTICLE I. CORPORATE NAME

The name of this corporation is KEY REHAB, INC.

### ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

KEY REHAB, INC. 10014 North Dale Mabry Hwy Suite 101 #68 Tampa, Florida 33618

## ARTICLE III. CAPITAL STOCK

The Corporation shall have authority to issue 100 shares of common stock.

# ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 689 Deltona Boulevard, Deltona, Florida, 32725, and the name of the initial registered agent at such address is Galen Goetz.

#### ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation are:

Galen Goetz, Esq. 689 Deltona Boulevard Deltona Florida 32725

#### ARTICLE VI. PURPOSE OF CORPORATION

The purpose for which the Corporation is organized is limited solely (i) to provide management of rehabilitative services; and (ii) to transact any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida that is incident, necessary and appropriate to the foregoing.

### ARTICLE VII. INDEMNIFICATION

- (a) To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted under this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by Florida law or permitted thereby and duly adopted by the Corporation in accordance therewith.
- (b) To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

The undersigned have executed these articles of incorporation on this 24th day of April, 1997.

Galen Goetz Incorporator

Pursuant to the provisions of F.S. 607.0501, 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 KEY REHAB, INC.
- 2. The name of the registered agent is Galen Goetz.
- 3. The address of the registered agent/registered office is:

689 Deltona Boulevard Deltona Florida 32725

#### Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

-4 Apr 97
Date