



THE UNITED STATES  
CORPORATION  
COMPANY

P 97000020897

ACCOUNT NO. : 072100000032

REFERENCE : 276910 4346980

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

ORDER DATE : February 28, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 276910-005

700002101087--9

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardock  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

FILED  
97 FEB 28 AM 9:07  
SECRET  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.  
MRC, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

W97-4795  
K.R. FEB 28 1997

K.R. MAR - 7 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 28, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: MRC, INC.  
Ref. Number: W97000004795

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for MRC, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 497A00010549

RECEIVED  
97 MAR -6 PM 4: 14  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

320 West Fletcher Avenue - Suite 105  
Tampa, Florida 33612

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of Class A (voting) common stock, par value \$.01 per share (the "Class A Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Class A Common Stock. Holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock. There shall be no cumulative voting in the election of directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Class A Common Stock on a share for share basis.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.**

**PAGE 2**

**ARTICLE 4**

**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5**

**BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE 6**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Emmanuel G. Acosta, M.D.	18605 Avenue Monaco Lutz, Florida 33549
Sheryl A. Ballinger, B.S., D.C.	16210 Belle Meade Boulevard Odessa, Florida 33556

**ARTICLE 7**

**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Walker	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

**ARTICLES OF INCORPORATION OF**  
MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.

**PAGE 3**

**ARTICLE 8**

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE 9**

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

**ARTICLE 10**

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

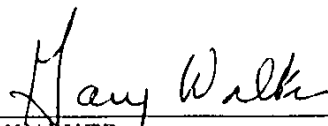
**ARTICLE 11**

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

**DATED** this 27th day of February, 1997.

  
\_\_\_\_\_  
GARY WALKER

MEDICAL REHABILITATION & SPINAL CARE CENTERS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, GARY WALKER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 27th day of February, 1997.

  
GARY WALKER

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97 FEB 28 AM 9:08  
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