



THE UNITED STATES  
CORPORATION  
COMPANY

P97000026059

ACCOUNT NO. : 072100000032

REFERENCE : 277140 7118899

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : February 28, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 277140-035

CUSTOMER NO: 7118899

CUSTOMER: Mr. Graig T. Cuden  
MR. CRAIG T. CUDEN

600002101456--2

404 Sabal Palm Lane

West Palm Beach, FL 33418

DOMESTIC FILING

NAME: WEST PALM BEACH MEDICAL &  
REHABILITATION GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

W97-4844

K.R. FEB 28 1997

K.R. MAR 24 1997

FILED  
97 FEB 28 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 28, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: WEST PALM BEACH MEDICAL & REHABILITATION GROUP, INC.  
Ref. Number: W97000004844

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for WEST PALM BEACH MEDICAL & REHABILITATION GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please provide proof that Craig T. Cuden has power of attorney.

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: 297A00010651

RECEIVED  
97 MAR 21 PM 2:38  
DIVISION OF CORPORATIONS

**LIMITED POWER OF ATTORNEY (ARTICLES OF INCORPORATION)**

I, Ken Karow, D.C., individually and as the sole shareholder, sole Director and President of West Palm Beach Medical And Rehabilitation Group, Inc. (the "Corporation") do hereby appoint Craig T. Cuden as true and lawful attorney-in-fact for the Corporation to do the following.

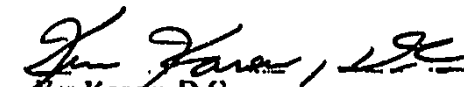
To execute and file Articles Of Incorporation for the Corporation with the Secretary Of State of the State of Florida (the "Secretary Of State") and to undertake such other filings as may be reasonable or necessary to cause such Articles Of Incorporation to be accepted for filing by the the Secretary of State.

This instrument is to be construed as a limited Power Of Attorney by which the party exercising such grant is limited solely to the rights and powers specifically enumerated herein.

The rights and powers and authority of the attorney-in-fact to exercise any and all of the rights and powers herein granted shall commence and remain in full force and effect from the date of execution hereof until the date of filing of the referenced Articles Of Incorporation, at which time such rights and powers automatically shall be cancelled and rendered null and void.

West Palm Beach Medical & Rehabilitation  
Group, Inc.

By:  President  
Ken Karow, D.C., President

  
Ken Karow, D.C.

**ARTICLES OF INCORPORATION  
OF**

**WEST PALM BEACH MEDICAL & REHABILITATION GROUP, INC.**

FILED  
97 FEB 28 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I. NAME**

The name of the corporation is West Palm Beach Medical & Rehabilitation Group, Inc.

**ARTICLE II. PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III. CAPITAL STOCK**

This Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, One Cent (\$.01) par value per share.

**ARTICLE IV. ADDRESS**

The mailing address of the corporation is 768 S. Congress Avenue, West Palm Beach, Florida 33406.

The street address of the initial registered office of the corporation is 768 S. Congress Avenue, West Palm Beach, Florida 33406, and the name of the initial registered agent of the corporation at that address is Ken Karow.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and Street address of the initial member of the Board of Directors is:

Ken Karow  
768 S. Congress Avenue  
West Palm Beach, Florida 33406

## ARTICLE VII. INDEMNIFICATION

- A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.
- B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.
- C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.
- D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.
- E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation

would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. INCORPORATOR

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

Ken Karow  
768 S. Congress Avenue  
West Palm Beach, Florida 33406

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 27 day of February 1997.

Ken Karow (csc)  
Ken Karow

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida statutes:

West Palm Beach Medical & Rehabilitation Group, Inc., desiring to organize under the  
laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation,  
in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Ken Karow,  
located at 768 S. Congress Avenue, West Palm Beach, Florida 33406, as its agent to accept  
service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 27 day of February 1997.

Ken Karow (cc)  
Ken Karow

FILED  
97 FEB 28 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA