

**PA 700040706**

LEARNER CORP RATE INDUSTRIES, INC.  
 Requestor's Name

890 S.W. 37th Avenue, Suite: 16  
 Address

MIAMI, FLORIDA 33174 (305) 552-5973  
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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 -05/07/97--01055--027  
 \*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PALMETTO PLUS REHABILITATION INC.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/REQUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 MAY -7 PM 2:59  
 STATE  
 DEPARTMENT OF  
 REVENUE

*hsh*

RECEIVED  
 97 MAY -7 AM 10:26  
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

OF

Palmetto Plus Rehabilitation Inc.

FILED  
97 MAY -7 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Palmetto Plus Rehabilitation Inc.

ARTICLE II- DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 60 shares of No (\$ 0 ) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - 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 price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial <sup>principal</sup> ~~registered~~ office of this Corporation is 10931 S.W. 141st Avenue, Miami, FL 33186 and the name of the initial registered agent of this corporation at that address is Calixto Alfonso Jr.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have One director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address(es) of the initial director(s) of this Corporation is (are):

Calixto Alfonso Jr.  
10931 S.W. 141st Avenue  
Miami, FL 33186

#### ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these articles are/is:

Calixto Alfonso Jr.  
10931 S.W. 141st Avenue  
Miami, FL 33186

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors or the holders of not than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscribers have executed these articles of incorporation this 30<sup>th</sup> day of April, 1997.

CALIXTO ALFONSO JR.

STATE OF FLORIDA)  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared \_\_\_\_\_

CALIXTO ALFONSO JR.

known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) 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 30<sup>th</sup> day of April, 1997.



PATRICK L. GOSS  
My Commission CC341307  
Expires Jan. 22, 1999  
Bonded by ANB  
800-852-5878

NOTARY PUBLIC, State of Florida  
at Large

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

REGISTERED AGENT-

CALIXTO ALFONSO JR.