

P97000045404

May 18, 1997

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

FILED
97 MAY 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir,

Enclosed please find *Articles of Incorporation* and the *Designation Of And Acceptance By the Registered Agent* for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below.

May 19, 1997

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-05/20/97--01072-012
****122.50 ****122.50

To whom it may concern:

Due to construction on
new building - Please mail
corp. papers To:

Ronald W. Zemel

American Medical Rehab, Inc

6965 Phillips Hwy

Jacksonville, Fl.
32216

Bm 5/22/97

**ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL REHAB, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be American Medical Rehab, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 3637, Unit 1 Phillips Highway, Jacksonville, Florida 32207 and the name of the initial Registered Agent for the corporation at that address is Ronald W. Terrell.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirement of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Ronald W. Terrell
Michael Fisher
Stephanie McGuire

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Ronald W. Terrell
3637, Unit 1 Phillips Highway
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the
19th day of May, 1997.

Incorporator:

Ronald W. Terrell
Ronald W. Terrell

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 19th day of
May, 1997, by Ronald W. Terrell.

(SEAL)

Sherry Hice
Notary Public
State of Florida
My Commission Expires: _____

X Personally Known



Sherry Hice
MY COMMISSION # CC826629 EXPIRES
March 30, 2000
BONDED THRU TROY FARM INSURANCE, INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

American Medical Rehab, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 3637, Unit 1 Phillips Highway, Jacksonville, Florida, 32207, has named Ronald W. Terrell, whose address is 3637, Unit 1 Phillips Highway, Jacksonville, Florida, 32207, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Ronald W. Terrell
Ronald W. Terrell

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared Ronald W. Terrell, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 19th day of May, 1997.

(SEAL)

x personally known

Sherry Hice
Notary Public
State of Florida
My Commission Expires: _____

