5

# PQ70000049323 RECTRONIC FILING COVER SHRET

(((H97000009165 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: REHAB. CARE PROFESSIONALS, INC.

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 6

CERT. COPIES....1

DEL.METHOD. . FAX

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:07:02

FILED

97 JUN -4 PH 3: 05

1-4-[ANI:SSLEIFI CONDA

em 214197

(*b*)

H 97000009 165

## ARTICLES OF INCORPORATION OF REHAB. CARE PROFESSIONALS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

#### ARTICLE I - NAME OF CORPORATION

The name of the corporation is REHAB. CARE PROFESSIONALS, INC., with principal office and mailing address located at 18383 NW 27th Avenue, Suite "A", Miami, Florida 33056.

### ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

#### ARTICLE III ~ PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A. 20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169 305-653-8865

1

H 97000009 165

#### H 970 000 09 165

Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

#### ARTICLE V

#### REGISTERED AGENT

REHAB. CARE PROPESSIONALS, INC., has named Michael A. Small 18383

NW 27th Avenue, Suite "A", Miami, Florida 33056. as the initial

Registered Agent to accept service of process within Florida. The

principal place of business of the corporation in the State of

Florida is 18383 NW 27th Ave., Suite A, Miami, Fl 33056.

#### ARTICLE VI

#### INITIAL BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the two initial Directors are:

Michael λ. Small 6716 Dogwood Drive, Miramar Florida 33023.

Dehlia Franklin 17913 SW 5th Street, Pembroke Pines, Fl 33029

#### ARTICLE VII

#### INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Michael A. Small, 6716 Dogwood Drive, Miramar Florida 33023.

#### ARTICLE VIII

#### BYLANS

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

#### ARTICLE IX

#### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

#### ARTICLE X

#### AMESIDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 4 day of June 1997.

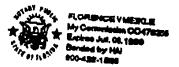
I without It much

STATE OF FLORIDA )
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Michael A. Small, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 4 day of 1997.

NOTARY PUBLIC State of Florida at Large



#### H 97000009165

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WRON FROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that REHAB. CARE PROFESSIONALS, INC., is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 18383 NW 27th Ave., Suite A, Miami, Fl 33056, has named Michael A. Small of 18383 NW 27th Ave., Suite A, Miami, Fl 33056, as its Registered Agent to accept service of process within Florida.

#### ACKNOWLEDGENENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 4th day of June 1997.

Michael A. Small

Registered Agent

H 97000009165

97 JUN -4 PH 3: 05