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TO: DIVISION OF CORPORATIONS

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NAME: BETTER LIFE REHABILITATION INSTITUTE, INC.

AUDIT NUMBER.....H97000009683

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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97 JUN 12 PM 3:10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Bm 6/12/97

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ARTICLES OF INCORPORATION OF

BETTER LIFE REHABILITATION INSTITUTE, INC.

FILED
JUN 12 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name & Address

The name of the corporation is Better Life Rehabilitation Institute, Inc., and its address shall be 1313 S.W. 1 Street, Miami, Florida 33135.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have issued and outstanding is one thousand (1,000) Shares, having a one (\$.01) cent par value per share.

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(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

Article V

Initial Registered Agent

The name of the initial registered agent of this Corporation is Alex Torres, and the street address of the initial registered agent of this Corporation is 1313 S.W. 1 Street, Miami, Florida 33135.

Article VI

Directors

(a) Number. This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the initial director of the Corporation is:

Name	Address
Alex Torres	1313 S.W. 1 Street Miami, Florida 33135
Federico A. Dumenigo	1313 S.W. 1 Street Miami, Florida 33135
Francisco M. Dumenigo	901 Ponce de Leon Blvd. 10th Floor Coral Gables, Florida 33134

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Article VII

Officers

(a) Position. This Corporation shall have the following

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offices filled, by corporate resolution from the Board of Directors, and shall include the offices of the President, Vice President, Secretary and Treasurer; others will be filled as so required.

(b) Initial Officers. The title, name and street address of the initial Officers of the Corporation is:

Title	Name	Address
President	Alex Torres	1313 S.W. 1 Street Miami, Florida 33135
Vice-President	Federico A. Dumenigo	1313 S.W. 1 Street Miami, Florida 33135
Treasurer	Alex Torres	1313 S.W. 1 Street Miami, Florida 33135
Secretary	Francisco M. Dumenigo	901 Ponce de Leon Blvd. 10th Floor Coral Gables, Florida 33134

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

Article VIII

Bylaws

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

Article IX

Incorporator

Alex Torres
1313 S.W. 1 Street
Miami, Florida 33135

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Article I

Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article II

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 22 day of May of 1997.

INCORPORATOR:


Alex Torres

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

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Better Life Rehabilitation Institute, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, in the State of Florida, has named Alex Torres located at 1313 S.W. 1 Street, Miami, Florida 33135 as its agent to accept service of process within Florida.

Incorporator:


Alex Torres

Dated this 22 day of May of 1997.

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the 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 and complete performance of my duties.

Registered Agent:


Alex Torres

Dated this 22 day of May of 1997.

97 JUN 12 PM 3:10
TALLAHASSEE, FLORIDA

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