

Thornton, Torrence & Gonzales, P. A.  
Attorneys at Law

RONALD G. THORNTON\*  
ALFRED W. TORRENCE, JR.\*  
LARRY J. GONZALES\*\*  
MARK A. GOETTEL

\* ACCREDITED ESTATE PLANNER  
NATIONAL ASSOCIATION OF ESTATE PLANNERS  
\*\* L.L.M. TAXATION

6645 RIDGE ROAD  
PORT RICHEY, FL 34668  
Phone: 813-845-6224  
Telecopier: 813-845-7895

P 97 0000 65244

July 21, 1997

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

900002248299--7  
-07/25/97--01104-020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PREFERRED REHABILITATION SERVICES, INC.

EFFECTIVE DATE  
7-21-97

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$122.50 is enclosed to cover the registered agent fee, the filing fee and the charter tax.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE & GONZALES, P.A.

  
ALFRED W. TORRENCE, JR.

jm  
Enclosure

F. 010001 JUL 29 1997

FILED  
97 JUL 25 AM 10:21  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

397 38094  
6

**ARTICLES OF INCORPORATION**

**OF**

**PREFERRED REHABILITATION SERVICES, INC.**

EFFECTIVE DATE  
7-21-97

FILED  
97 JUL 25 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1: NAME AND ADDRESS**

The name of this Corporation is: PREFERRED REHABILITATION SERVICES, INC., and the address is: 5320 Merkin Place, New Port Richey, FL 34655.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 3: PURPOSE**

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

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is ALFRED W. TORRENCE, JR.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. 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 and address of the initial directors of this Corporation is:

NAME

ADDRESS

MICHAEL BERGER

5320 Merkin Place  
New Port Richey, FL 34655

#### ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

| NAME                    | ADDRESS                                  |
|-------------------------|--|
| ALFRED W. TORRENCE, JR. | 6645 Ridge Road<br>Port Richey, FL 34668 |

#### ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

#### ARTICLE 9: INDEMNIFICATION

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

#### ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE 11: AMENDMENT

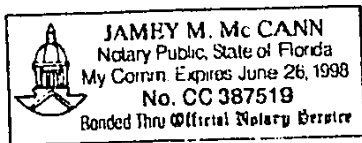
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 1997.

  
ALFRED W. TORRENCE, JR.

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 21<sup>st</sup> day of July, 1997, by ALFRED W. TORRENCE, JR., who is personally known to me.



Jamey M. McCann  
Notary Public, State of Florida  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 21<sup>st</sup> day of July, 1997.

ALFRED W. TORRENCE, JR.

FILED  
97 JUL 25 AM 10:21  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

P97000065245



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 475047 10250A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 475047-005

800002247748--5

CUSTOMER NO: 10250A

CUSTOMER: James D. Vogel, Esq  
VOGEL DAVIS & VOGEL

Suite B, midwest Title Building  
3936 Tamiami Trail North  
Naples, FL 33940

DOMESTIC FILING

*OF NAPLES, FL.*

NAME: RCS CORPORATION--

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

W97-17206

B4



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 25, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: RCS CORPORATION  
Ref. Number: W97000017206

We have received your document for RCS CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 397A00037781

**RESUBMIT**

Please give original  
submission date as file date.

97 JUL 28 PM 4:13

ARTICLES OF INCORPORATION

OF

RCS OF NAPLES, INC.

FILED  
97 JUL 25 AM 9:26  
CLERK OF THE COURT  
STATE OF FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

RCS OF NAPLES, INC.

The name of the corporation (the "Corporation") is \_\_\_\_\_ whose principal office and mailing address is c/o William S. Reiling, 2265 Como Avenue, St. Paul, Minnesota 55108.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Naples, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is two and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

William S. Reiling  
2265 Como Avenue  
St. Paul, MN 55108

Daniel Commers  
2265 Como Avenue  
St. Paul, MN 55108

## ARTICLE VI

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

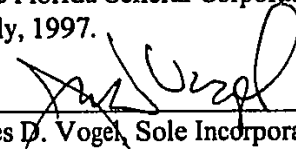
President & Treasurer - William S. Reiling  
2265 Como Avenue  
St. Paul, MN 55108

Vice-President & Secretary - Daniel Commers  
2265 Como Avenue  
St. Paul, MN 55108

## ARTICLE VII

The name and address of the sole incorporator is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 24th day of July, 1997.

  
James D. Vogel, Sole Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 24th day of July, 1997, by JAMES D. VOGEL, as sole incorporator of RCS OF NAPLES, INC. He is personally known to me.



Ann Hasty  
MY COMMISSION # 00567151 EXPIRES  
June 25, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

  
Notary Public - Signature

ANN HASTY  
Notary Public - Print Name

My Commission Expires:

## ACCEPTANCE BY REGISTERED AGENT

JAMES D. VOGEL, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.

  
JAMES D. VOGEL