

P970000 9/1/97

Steven Elliott
2107 N. Palm Circle
Juno Beach, Florida 33408
Phone No: 561-776-7575 Fax. 561-624-7424

October 20, 1997

FILED
97 OCT 22 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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Filing Initial Articles of Incorporation
RehabCareers, Incorporated

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of RehabCareers. Please file these with the appropriate authorities. I have enclosed a check in the amount of \$75.00 to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,


Steven Elliott

F. 012000n OCT 23 1997

**Articles of Incorporation
Of
RehabCareers, Incorporated**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**I.
Name**

The name of the Corporation is RehabCareers, Incorporated hereinafter referred as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 2107 N. Palm Circle, Juno Beach, Florida 33408. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Steven Elliott, 2107 N. Palm Circle, Juno Beach, Florida 33408.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: A Recruiting and Placement Service

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 100, each share to have a par value of \$1.00.

VII.
Incorporators

The names and mailing addresses of the incorporator is:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Steven Elliott	2107 N. Palm Circle Juno Beach, Florida 33408

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 1. The name and address of the person who is appointed to act as the initial director of the Corporation is:

<u>Director Name</u>	<u>Director Address</u>
Steven Elliott	2107 N. Palm Circle Juno Beach, Florida 33408

IX.

No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.

Operating Provisions

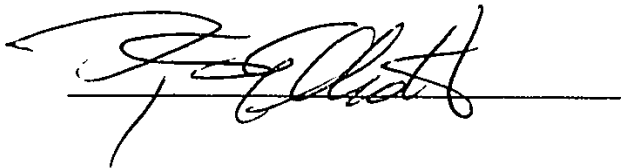
The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.

Fiscal Year

The fiscal year of the Corporation shall be from January to December of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 20th day of October, 1997.

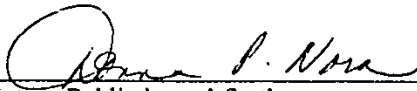
A handwritten signature in dark ink, appearing to be "J. G. Smith", is written over a horizontal line.

State of Florida _____

County of Palm Beach _____

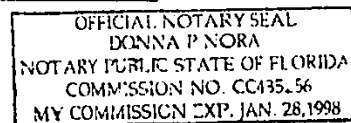
BEFORE ME, the undersigned authority, on this day personally appeared Steven Elliott, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 20 day of October 1997.



Notary Public in and for the
State of Florida _____

My Commission Expires:



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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA