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DAMIAN M. OZARK
ANDRE R. PERRON

October 23, 1997

FILED
97 DEC 11 PM 1:38
TELECOPIER
(941) 750-9761
STATE
TALLAHASSEE, FLORIDA

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

3000002369003-2
-12/11/97-01009-017
****122.50 ****122.50

RE: QUALITY REHAB, INC.

Dear Secretary of State:

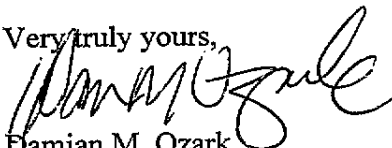
Enclosed are duplicate originals of the Articles of Incorporation for QUALITY REHAB, INC., together with the Certificate of Designation for Resident Agent for said corporation.

This firm's check in the sum of \$122.50 in enclosed, representing payment for the following:

1. \$35.00 filing fee
2. \$52.50 filing fee/Resident Agent designation
3. \$35.00 for cost of certified copy.

We request that you forward a certified copy of the Articles and Certificate of Incorporation to the undersigned, once same is properly recorded. Thanking you in advance, I am,

Very truly yours,


Damian M. Ozark

DMO/
enclosures
cc: Mr. Charles Hellier
C:\DATA\FORMS\CORP\SECRETAR.LTR

Damian M. Ozark GAVE

AUTHORIZATION BY PHONE TO

CORRECT R.A. acceptance page on the
Correct corp name.

DATE 12-11-97

DOC. EXAM. CB

12-11-97
CB

ARTICLES OF INCORPORATION

OF

QUALITY REHAB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

QUALITY REHAB, INC.

Article 2. Principal Office or Mailing Address. The principal office or mailing address of the Corporation is:

**3611 First Street
Bradenton, Florida 34208**

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

(A) To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country, to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stocks, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

(B) To acquire by purchase or otherwise the goodwill, business property rights, franchise and assets of every kind and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any businesses, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business.

(C) To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings.

(D) To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

(E) To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of the corporation, association, firms and individuals;

(F) To borrow money, to give its promissory notes or other evidence of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the

earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

(G) To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furtherin any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural partnership or natural person could do and exercise, as may be authorized by law.

(H). To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose enumerated above limits this general purpose in any way.

(I). To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have \$1.00 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is and the name of its initial Registered Agent at that address is

Damian M. Ozark, Esquire
Ozark & Perron, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

Article 7. Incorporator. The name and address of the Incorporator is as follows:

CHARLES J. HELLIER
3611 First Street
Bradenton, Florida 34208

Article 8. Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the

by-laws but shall never be less than one (1) and said corporation is authorized to have five (5) directors at any one time. The names and addresses of the initial directors are:

Charles J. Hellier
3611 First Street
Bradenton, Florida 34208

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this ____ day of October, 1997.



CHARLES J. HELLIER
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of QUALITY
REHAB, INC., which is contained in the foregoing Articles of Incorporation, and agrees to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of October, 1997.



DAMIAN M. OZARK
2808 Manatee Ave. W.
Bradenton, Florida 34205
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA