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97 DEC 23 PM 1:32

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CUSTOMER NO: 82521A

CUSTOMER: Alan B. Almand, Esq  
NEWTON & ALMAND

10192 San Jose Boulevard

Jacksonville, FL 32257

DOMESTIC FILING

NAME: ORTHOPEDIC REHAB SPECIALTY  
CLINICS, INC.

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: Deborah Schroder

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

PROCESSED  
97 DEC 23 AM 11:40  
DIVISION OF CORPORATIONS

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DEPARTMENT OF CORPORATIONS  
31 DEC 23 PM 1:32

**ARTICLES OF INCORPORATION**

**OF**

**ORTHOPEDIC REHAB SPECIALTY CLINICS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

**Section 1.1. Name.** The name of the corporation is Orthopedic Rehab Specialty Clinics, Inc.

**ARTICLE II**

**Duration**

**Section 2.1. Duration.** This 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 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 State.

**ARTICLE III**

**Purposes**

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

**ARTICLE V**

**Principal Office**

The principal office and mailing address of the corporation is 249 North Wind Court, Ponte Vedra Beach, Florida 32082.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

**Section 6.1. Name and Address.** The street address of the initial registered office of this corporation is 10192 San Jose Boulevard, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation is Alan B. Almand, whose address is 10192 San Jose Boulevard, Jacksonville, Florida 32257.

## **ARTICLE VII**

### **Directors**

**Section 7.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 7.2. Initial Directors.** The name and street address of the sole member of the first board of directors of the corporation is:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Richard I. Polisner	249 North Wind Court Ponte Vedra Beach, FL 32082

**Section 7.3. Compensation.** The board of directors is hereby specifically authorized to make provision 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 7.4. 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 VIII**

### **Bylaws**

**Section 8.1 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 adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX**

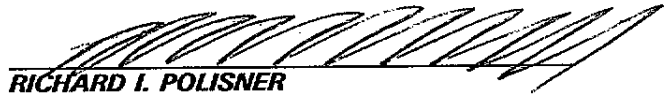
**Incorporator**

**Section 9.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Richard I. Polisner

249 North Wind Court  
Ponte Vedra Beach, FL 32082

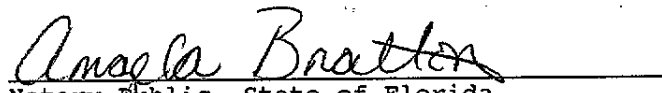
**IN WITNESS WHEREOF**, the incorporator has executed these Articles the 17 day of December, 1997.

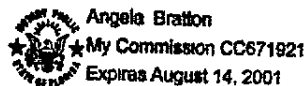
  
RICHARD I. POLISNER

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17 day of December, 1997, by **Richard I. Polisner**. He is personally known to me.

  
Notary Public, State of Florida  
Print Name: Angela Bratton  
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

Orthopedic Rehab Specialty Clinics, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Alan B. Almand its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 10192 San Jose Boulevard, Jacksonville, Florida 32257.



**ALAN B. ALMAND**

**Dated:** December 17, 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.



**ALAN B. ALMAND**

**Dated:** December 17, 1997

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