

P98000005994

January 19, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002404896--3
-01/20/98--01086--010
****122.50 ****122.50

To Whom It May Concern:

Enclosed are incorporation fees of \$122.50.

Kindly return corporation documents using the enclosed FedEx envelope.

Thank you,

Betty Stebae

FILED
98 JAN 20 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*CB
1-21-98*

ARTICLES OF INCORPORATION
OF
Corrective Health & Rehabilitative Services Inc.

ARTICLE I
NAME

The name of the Corporation shall be:

Corrective Health & Rehabilitative Services Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The general purpose and nature of the business to be transacted by this corporation is (i) to provide health & rehabilitative services; (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act; and (iv) to do such other things as are incidental to the purpose of the Corporation or as are necessary or desirable in order to accomplish them.

In addition, the Corporation may also do the following:

Invest funds in real estate, mortgages, stocks, bonds or any other type of investments, contract indebtedness and borrow

money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and transfer corporate property and execute such mortgages or other instruments to secure the payment of corporate indebtedness as is from time to time required.

Purchase the corporate assets of or merge or consolidate with any other domestic corporation engaged in the same character of business.

Redeem, purchase, retain, sell and otherwise transfer its own capital stock.

Create employee benefit plans and trusts incidental thereto.

No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

ARTICLE III

CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is presently authorized to have outstanding shall be 1,000 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the

organizational meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other Corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and for the issuance of so much of the capital stock of the company as the directors of the company may decide.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 7378 W. Atlantic Boulevard, Suite 204, Margate, FL 33063, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of the Corporation shall be Peter Tesser, at his office address of:

7378 W. Atlantic Boulevard, Suite 204, Margate, FL 33063

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

ARTICLE VIII

LIMITATIONS ON CORPORATE STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the members of the Board of Directors of the Corporation , unless otherwise provided for by the Articles of Incorporation or by the By-laws, who shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and have also qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter Tesser	7378 W. Atlantic Boulevard Suite 204 Margate, Fl 33063

ARTICLE X

RIGHTS OF INITIAL DIRECTOR

The initial directors shall have the right to be a director of the Corporation as long as that respective director is a shareholder of the Corporation. By acquiring stock in this Corporation, said shareholder agrees to abide by this restriction. This Article may not be amended in any way without the written consent of the initial director who is a shareholder of the Corporation at the time of the amendment.

ARTICLE XI

INITIAL OFFICERS

The name and street address of the initial officers of the Corporation and their respective offices to be held, shall be the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>Office</u>
Peter Tesser	7378 W. Atlantic Boulevard Suite 204 Margate, FL 33063	President

ARTICLE XII

OFFICERS SIGNING ARTICLES

The names and street addresses of the parties signing the Articles of Incorporation are the following:

<u>NAME</u>	<u>ADDRESS</u>
Peter Tesser	7378 W. Atlantic Boulevard Suite 204 Margate, FL 33063

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the shareholders.

ARTICLE XIV

SUBSCRIBERS

The names, street addresses and number of shares of stock subscribed to by the initial shareholders are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Peter Tesser	7378 W. Atlantic Boulevard Suite 204 Margate, FL 33063	1000

ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote

thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XVI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE XVII

DISSOLUTION

The Corporation may be dissolved at any time on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XVIII

BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence on the date of acceptance of these articles by the Secretary of State.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock hereinabove named for the purpose of forming a Corporation to do business in the State of Florida, under the Laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares hereinabove set forth and hereunto set my hand and seal on this 15th day of January, 1998.

(A) Peter Tesser

STATE OF FLORIDA

COUNTY OF BROWARD

ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in County and State aforesaid, personally appeared Peter Tesser, to me well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of Corrective Health & Rehabilitative Services Inc., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, on this 15th day of January, 1998.

My Commission Expires:

Personally known to me.



Richard Buckley
Notary Name

[Signature]
Notary Signature

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First - - Corrective Health & Rehabilitative Services Inc.,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorporation
in the city of Margate, State of Florida, has named Peter Tesser,
at his office address of 7378 W. Atlantic Boulevard, Suite 204,
Margate, FL 33063, as its agent to accept service of process
within the State.

Having been named to accept service of process for the above-
stated Corporation, at place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA