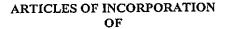
P98000009801

TO: Sursice of Corps.	ROBERT F. COHEN, P.A. Certified Public Accountant 7821 N. DALE MABRY, SUITE 106 TAMPA, FL 33614 (813) 932-7415 FAX (813) 935-6868
- SUBJECT CASLETULM ROACH, P.T. M.	15.W., PA. DATE 1/23/98 FOLD
copies of the arte	Cles of Freezotations
La Coxer Gelen	liane any questions
EFFECTIVE CATE	Sincerclex Janah Land
AUTHORIZATION BY PHONE TO	6000024151053 -01/29/9801072020 ****122.50 ****122.50

Morolips of Both



THE SEE AND SHOWS IN

Carlene M. Roach, P.T., M.S.W., P.A.

The undersigned incorporator to these Articles of Incorporation hereby forms a professional corporation

under the laws of the State of Florida as follows:

ARTICLE I Name and Address

EFFECTIVE DATE

The name of this Corporation is : <u>Carlene M. Roach, P.T., M.S.W., P.A.</u>

The mailing address of the Corporation 118 S. Westshore Blvd. #329 Tampa, FL 33618

ARTICLE II Term of Existence

This Corporation shall have perpetual existence, commencing on January 22, 1998

ARTICLE III

<u>Purpose</u>

This Corporation is organized under Section 621 of the Florida Statutes, known as the Professional Service Corporation and Limited Liability Company Act. This professional corporation is authorized for the sole purpose of rendering clinical therapy professional.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manor reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or government, state territory, government district, or municipality or of any instrumentally thereof,
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock options plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees of its subsidiaries.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death

shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

- (q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue $\underline{7500}$ shares of \underline{NO} par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is <u>7821 N.</u>

<u>DALE MABRY HWY. STE. 106 TAMPA, FL 33614</u> and the name of its registered agent at such address is <u>ROBERT F. COHEN.</u>

ARTICLE VII

Initial Board of Directors

This Corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Name

<u>Addresses</u>

Carlene M. Roach

118 S. Westshore Blvd. #329 Tampa, FL 33609

ARTICLE VIII

Incorporator

This name and address of the person signing these Articles are:

<u>Name</u>

Address

ROBERT F. COHEN

7821 N. DALE MABRY, SUITE 106 TAMPA, FL 33614

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of January, 1998.

County of Hillsborough

The foregoing instrument was acknowledged before me this bay of,

Many 1998, by Robert F. Cohen who is (or are) personally known to me or who has produced as identification and who did (did not) take an oath.

IRMA M. SANABIA

STATE COMMISSION # CC 664475

Printed Notary Name

ACCEPTANCE BY A REGISTERED AGENT

Having been named Registered Ag for the within Corporation, at the place de capacity, and I further agree to comply wi and complete performance of my duties.		act mythis
Dated:		
State of Florida		
County of Hillsborough	1141	r
The foregoing instrument was acl	knowledged before me on this 164	iay of
JANUARU , 1998, by 10	BERT F. CONEN.	who is (or are)
personally known to me or has produced_		as identification
and who did (did not) take an oath.	Sma M. Sauce	ska
IRMA M. SANABIA COMMISSION # CC 664475 EXPIRES AUG 7, 2001 BONDED THRU ATLANTIC BONDING CO., INC.	Notary Signature IRMA M. SANN Printed Notary Name	ABIA