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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

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NAME: MED-CORE REHABILITATION GROUP, INC.

AUDIT NUMBER.....H98000002123

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight FEB 03 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1998

FAS-T CORP AGENTS INC

SUBJECT: MED-CORE REHABILITATION GROUP
REF: W98000002276

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H98000002123
Letter Number: 898A00005682

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MED-CORE REHABILITATION GROUP, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be

MED-CORE REHABILITATION GROUP, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freedhold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or

Prepared By: ARTURO GODINEZ
1255 W. 46 STREET STE#7A
HIALEAH, FL 33012 (305)863-9623

indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

- F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein about specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$5.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00

V

The existence of this corporation shall be perpetual.

VI

The initial office of this corporation shall be located at:

1255 West 46 Street, Suite 7A
Hialeah, Florida 33012

VII

The Board of Directors of this corporation shall consist of no less than one (1) and not more than ten (10) members.

VIII

The name and address of the first Board of directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the year of the corporation's existence, or until their successors shall have been elected and qualified,

and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of FIVE HUNDRED AND 00/100 (\$500.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:


NAME	ADDRESS	SHARES	AMOUNT
ARTURO GODINEZ		100	\$500.00

IX

The registered agent and the registered office for this corporation are:

Adalberto Reyes
3220 N.W. 97 Street
Miami, Fl 33147

I accept the designation of registered agent _____



X

The name and address of the incorporator of these Articles of Incorporation is:

Arturo Godinez
16500 N.W. 84 Avenue
Miami, Florida 33016

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

PRESIDENT/VICE PRESIDENT/TREASURE/
SECRETARY/DIRECTOR

ARTURO GODINEZ

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owing stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT,

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SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

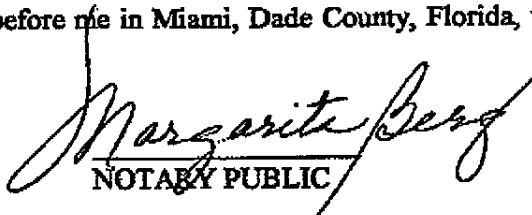
WITNESS my hand and seal this 29th day of January, 1998.



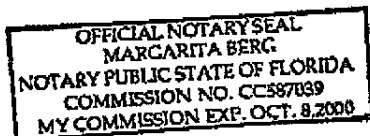
ARTURO GODINEZ

BEFORE ME, personally appeared, ARTURO GODINEZ, who is ☒ personally known to me, or who produced _____ as identification.

SWORN AND SUBSCRIBED TO before me in Miami, Dade County, Florida, this 29th day of January, 1998.


NOTARY PUBLIC

My commission Expires:



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