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ELISEO L. MARTINEZ DOLORES M. MARTINEZ 1014 SALZEDO STREET, APT. 11 CORAL GABLES, FL 33134		DATE <u>2-23-98</u>	1398 63-8971/2670 BRANCH 01
PAY TO THE ORDER OF <u>DIVISION OF CORPORATIONS</u> \$ <u>122.50</u>			
<u>One hundred two 50/100</u> DOLLARS		Security features included. Details on back.	
 UniBank 1220 Ponce De Leon Blvd. Coral Gables, FL 33134 (305) 442-1220		MEDICAL CORPORATION REHAB GROUP, INC.	
FOR <u>[Signature]</u>		MP	
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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ARTICLE I: NAME

The name of this Corporation shall be:
MEDICAL REHAB GROUP, INC.

ARTICLE II: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III: TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin, will be the date of filing of these Articles with the Secretary of State.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

1. **Designation:** The stock of this Corporation shall be known as Common Stock.
2. **Authorized:** The maximum number of shares of Common Stock that this Corporation may issue is 1,000 SH.
3. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or in any combination of the foregoing. The judgement of the Board of Directors shall be conclusive as to the value of any such consideration.
4. **Non-Assessability:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
5. **Par-Value:** Each share of Common Stock shall have the par value of: One Dollar (\$1.00).
6. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
7. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.
8. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE V: DIRECTORS

This Corporation shall have - 1 - Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Director of this Corporation is:

**Mariela M. Fraser
2446-B Ryan Place
Tallahassee, FL 32308**

ARTICLE VI: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this Corporation will be the same as the mailing address. The address is:

**1014 Salzedo Street
Suite 11
Miami, FL 33155**

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE IX: RESIDENT AGENT

The undersigned individual shall be Resident Agent for service of process in the State of Florida on behalf of the Corporation. The Resident Agent may resign at anytime and the Corporation may change its Resident Agent at anytime also.

RESIDENT AGENT: Mariela M. Fraser

**ADDRESS: 2446-B Ryan Place
Tallahassee, FL 32308**

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

Mariela M. Fraser
Resident Agent

ARTICLE X: INCORPORATION

The name(s) of the person(s) executing these Articles of Incorporation is/are:

Mariela M. Fraser **Director & Resident Agent**

Laura Solaman **President & Treasurer**

Carlos J. Martinez **Vice-President & Secretary**

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/have executed these Articles of Incorporation this 23rd day of February, 1998.

Mariela M. Fraser
Mariela M. Fraser

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA