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Deeb Lamont, P.A.  
Attorneys at Law

Brian P. Deeb  
Theresa A. Deeb  
David A. Lamont

February 18, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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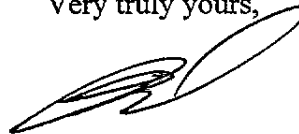
Re: **Able Body College, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation together with our firm check in the sum of \$122.50. Please file the Articles and provide a photocopy of the filed Articles to this office as verification of the date of filing. A postage pre-paid envelope has been enclosed for your use.

Thank you for your assistance. Should you have any questions, please do not hesitate to my secretary, Lisa, collect.

Very truly yours,



Brian P. Deeb

BPD/lis

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -6 PM 1:27

Post Office Box 6026  
Clearwater, Florida 33758  
(813) 772-7344 • Fax (813) 789-0895

5999 Central Avenue, Suite 202  
St. Petersburg, Florida 33710  
(813) 384-5999 • Fax (813) 384-5979

WS 319

**ARTICLES OF INCORPORATION**  
**OF**  
**ABLE BODY COLLEGE, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

**Name**

1.1. The name of the corporation is **ABLE BODY COLLEGE, INC.**

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 1000 shares of stock of \$1.00 par value common stock.

**ARTICLE V**

**Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

**ARTICLE VI**

**Initial Registered Agent and Office**

6.1 The initial registered agent of this corporation is D & B Corporate Services, Inc., located at 30750 U.S. 19 North, Palm Harbor, FL 34684.

6.2 The corporation's initial principal place of business will be:

30750 U.S. 19 North  
Palm Harbor, FL 34684

**ARTICLE VII**

**Initial Board of Directors**

7.1 This corporation shall have one director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation:

Frank M. Mongelluzzi  
Post Office Box 4699  
Clearwater, FL 33758-4699

**ARTICLE VIII**

**Incorporator**

8.1 The name and address of the person signing these Articles is:

Frank M. Mongelluzzi  
Post Office Box 4699  
Clearwater, FL 33758-4699

**ARTICLE IX**

**Indemnification**

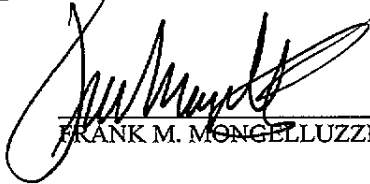
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X**

**Amendment**

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

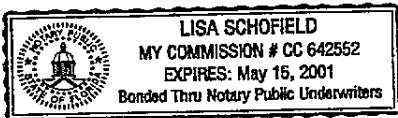
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of February, 1998.

  
\_\_\_\_\_  
FRANK M. MONGELLUZZI

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared FRANK M. MONGELLUZZI, well known to me to be the person described above, and he did take an oath and acknowledge to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19 day of February, 1998.



  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for **ABLE BODY COLLEGE, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

**D & B CORPORATE SERVICES, INC.**



\_\_\_\_\_  
BRIAN P. DEEB, President

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared BRIAN P. DEEB, President of D & B CORPORATE SERVICES, INC., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19 day of February, 1998.



*Lisa Schofield*  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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