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April 8, 1998

Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-04/10/98--01061--002

\*\*\*\*122.50 \*\*\*\*122.50

Attn: Filing Section

Re: MCT Independent Therapy, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,



Edwin B. Kagan

EBK/bak  
Enclosures  
cc: Benjamin Atkins

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 10 PM 12:51

FILED

CF  
KAGAN

**ARTICLES OF INCORPORATION**  
**OF**  
**MCT INDEPENDENT THERAPY CENTER, INC.**

**FILED**  
98 APR 10 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be MCT INDEPENDENT THERAPY, INC.

**ARTICLE II - MAILING ADDRESS**

The mailing address of this corporation is as follows:

6646 Marina Point Village Court, #104  
Tampa, Florida 33615

**ARTICLE III - DURATION**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

**ARTICLE IV - PURPOSES**

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

#### ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$.01 per share.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

#### ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

#### ARTICLE VIII - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

**ARTICLE IX - CONTROL-SHARE ACQUISITIONS**

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

**ARTICLE X - INCORPORATOR**


The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

**ARTICLE XI - INDEMNIFICATION**

This 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.

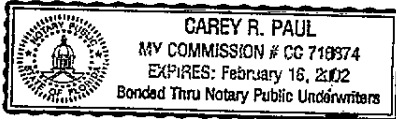
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of MCT INDEPENDENT THERAPY CENTER, INC. this 8th day of April, 1998.

  
EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of MCT Independent Therapy Center, Inc. was sworn to and acknowledged before me this 8 day of April, 1998 by EDWIN B. KAGAN.



*Carey R. Paul*

Notary Public

My Commission Expires:

Personally known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE AND ACKNOWLEDGMENT**

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

*EBK*

REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 10 PM 12:51

FILED