

P98000048677

date: 5-26-98
Julie F. Smith.
2169 42 Court S.W.
Vero Beach, Fla. 32968
ph. (561)562-2947

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314
ph.(850)488-9000

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****122.50 ****122.50

My name is Julie F. Smith. I am submitting my articles of incorporation (attached), for your review to file in the State of Florida.

My check for said fees of \$122.50 is also attached.

Please send me a certified copy of the articles along with your reply. You may contact me at the above address and phone if you have any questions. Thank you for your time and effort.

Sincerely,



Julie F. Smith

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DIVISION OF CORPORATIONS
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CERTIFICATE OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of the corporation for profit.

Article One

The name of this corporation shall be: Pediatric Therapy Center, Inc.

Article Two

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

Article Three

The maximum number of shares of stock with \$1.00 par value that this corporation is authorized to have outstanding at any one time is two thousand (2000).

Article Four

This corporation is to have perpetual existence.

Article Five

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

Article Six

The principal office of this corporation will be at: 2169 42 Court S.W., Vero Beach, Fla. 32968 and the resident agent at such address is Julie F. Smith.

Article Seven

The number of directors shall not be less than one.

Article Eight

The names and addresses of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

| Name | Address |
|----------------|--|
| Julie F. Smith | 2169 42 Court S.W. Vero Beach, Fla. 32968 |

Article Nine

The name and address of each subscriber to the Certificate of Incorporation and the number of shares that each agree to take are as follows, to-wit:

| Name | Address | Shares |
|----------------|--|--------|
| Julie F. Smith | 2169 42 Court S.W. Vero Beach, Fla. 32968 | 100 |

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

Article Ten

The corporation shall have the right and power to: from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or board of directors.

The corporation may in its by-laws confer powers upon its board of directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices with or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the board of directors.

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The corporation reserves the right to amend, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, Being each and all of the original subscribers of the capital stock hereinabove named for the purpose of forming a corporation for profit to dbusiness both within and without the State of Florida, do hereby made, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seal this,

26 day of MAY 1998

signed, *Julie F. Smith*
(Julie F. Smith)

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this day before me personally came the parties to be foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledge the said Certificate to be the free and voluntary act and deed to them, each of them, each for himself and not for the other, and that the facts herein stated are truly set forth.

WITNESS my hand and notary seal at Vero Beach, Florida, this 26 day of May, 1998.

Margaret M. Dangler
Notary Public, State of Florida at Large

MARGARET M. DANGLER
Notary Public, State of Florida
My Comm. expires May 08, 1999
No. CC460672
Bonded Through Official Notary Service
My commission (560) 723-0121

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA—NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST---THAT: PEDIATRIC THERAPY CENTER, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL OF BUSINESS AT COUNTY OF INDIAN RIVER, STATE OF FLORIDA, HAS NAMED:

Julie F. Smith
2169 42 Court S.W.
Vero Beach, Fla. 32968
ph. (561) 562-2947

CITY OF VERO BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE 
CORPORATE OFFICER

TITLE: PRESIDENT

DATE: 5-26-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE 5-26-98

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