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FILED
98 JUN -5 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000051070

June 3, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002548508--9
-06/05/98--01039--004
***122.50 ***122.50

Re: Advantage Rehab, Inc.

Dear Sirs:

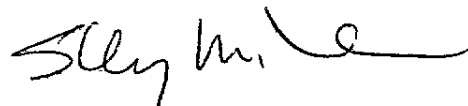
Enclosed please find Articles of Incorporation and a completed Registered Agent form for the above-named corporation, together with a check in the amount of \$122.50 to cover the following charges:

1.	Filing Fee	\$ 35.00
2.	Certified Copy	52.50
3.	Registered Agent Designation	35.00
		<u>35.00</u>
		\$ 122.50

Please file the Articles of Incorporation and return the certified copy to me with your receipt.

I thank you for your attention to this matter, and should you have any questions, please do not hesitate to call my office.

Sincerely yours,



STANLEY M. NEWMARK

SMN:cag
Enclosures
cc: Mr. James Creighton



**ARTICLES OF INCORPORATION
OF
ADVANTAGE REHAB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

ADVANTAGE REHAB, INC.

The business address of this corporation shall be:

7300 W. McNab Road, Suite 120
Tamarac, Florida 33321

ARTICLE II

This corporation shall have authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, any and all acts whatsoever in order to implement the business purpose of the corporation.

ARTICLE III

This corporation is authorized to issue 500 shares of common stock, at par value of \$1.00 per share.

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each

proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent and the street address of the initial registered office of this corporation is:

EUGENE PERRY	7300 W. McNab Road, Suite 120 Tamarac, Florida 33321
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ARTICLE V

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by a majority of the shareholders, but shall never be less than one. The name and address of the initial director is:

Name	<u>Office</u>	<u>Address</u>
EUGENE PERRY	President Vice-President Director Secretary Treasurer	7300 W. McNab Road, Suite 120 Tamarac, Florida 33321

ARTICLE V

The name and address of the incorporator is:

EUGENE PERRY	7300 W. McNab Road, Suite 120 Tamarac, Florida 33321
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ARTICLE VII

1. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from

time to time either by the stockholders or the directors. The directors may not alter, amend or repeal any Bylaw adopted by the stockholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the stockholders.

2. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless that person makes objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon said director or officer in connection with or arising out of any claim, demand, action, suit or proceeding in which said director or officer may be or to which said director or officer may be made a party by reason of being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which said officer or director finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which said officer or director may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit

of the heirs, executors, and administrators of any such director or officer.

4. A director or officer of the corporation shall not be disqualified from office for dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer of any firm of which any director or officer is a member of any corporation of which any director or officer is a stockholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote of a majority of the outstanding shares of stock in the corporation entitled to vote. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member, or any corporation of which he or she is a stockholder, officer, or director, has an interest in such transaction or contract. Nothing contained herein shall create

liability in the events above-described or prevent the authorized approval of such contracts in any other manner permitted by law.

The undersigned hereby declares and certifies that the facts herein stated are true, and, accordingly, executes these Articles of Incorporation on this the 2nd day of June, 1998.

[Signature]
(1st Witness)

[Signature]
EUGENE PERRY

(2nd Witness)

STATE OF FLORIDA)
COUNTY OF Dade)

KNOW ALL MEN BY THESE PRESENTS:

BEFORE ME, the undersigned authority, personally appeared EUGENE PERRY, who acknowledged before me that he executed the foregoing instrument and that I relied on the following identification: Personally known: _____ Florida Driver's License: ✓ on this the 2nd day of June, 1998.

[Signature]
NOTARY PUBLIC

My Commission expires: 4-17-2002



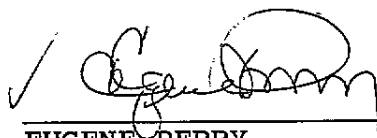
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That ADVANTAGE REHAB, INC., desiring to organize under the Laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named EUGENE PERRY, County of Broward, State of Florida, as its agent to accept service of process within this state:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


EUGENE PERRY
7300 W. McNab Road, Suite 120
Tamarac, Florida 33321

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TALLAHASSEE, FLORIDA