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July 9, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Incorporation of Functional Assessment Center
of Florida, Inc.

EFFECTIVE DATE
7-9-98

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with your office. A check in the amount of \$122.50 is enclosed for the filing fee.

Please return a copy of said articles to our office.

Thank you for your attention to this matter.

Sincerely,

Charles D. Johnson

Charles D. Johnson

CDJ:js
Enclosures

FILED
98 JUL 10 AM 9:21
TALLAHASSEE FLORIDA

JUL 14 1998

ARTICLES OF INCORPORATION
OF
FUNCTIONAL ASSESSMENT CENTER OF FLORIDA, INC.

FILED
98 JUL 10 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is **FUNCTIONAL ASSESSMENT CENTER OF FLORIDA, INC.**

ARTICLE II. DURATION

This corporation shall begin its existence on the 9th day of July, 1998.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 907 Webster Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is **CHARLES D. JOHNSON, ESQUIRE.**

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is 600 North Blvd., West, Suite B, Leesburg, Florida 34748. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
GERALD GOLDSTEIN	2918 Cocovia Way Leesburg, Florida 34748
ROBERT JOSEPH GOLDSTEIN	33210 Coventry Drive Leesburg, Florida 34788
ROLF MICHAEL KUHS	17561 Seidner Road Leesburg, Florida 34787-9717

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
CHARLES D. JOHNSON	907 Webster Street Leesburg, Florida 34748

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these Articles of Incorporation this 9th day of July, 1998.



CHARLES D. JOHNSON, Subscriber

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **FUNCTIONAL ASSESSMENT CENTER OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:


CHARLES D. JOHNSON
907 Webster Street
Leesburg, Florida 34748

SIGNATURE 
(Corporate Officer)

TITLE Vice President

DATE 7/9/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE 7-9-98

FILED
98 JUL 10 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA