



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 898570 7160076

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 PM 2:18

ORDER DATE : July 21, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 898570-005

CUSTOMER NO: 7160076

400002594224--0

CUSTOMER: Ms. Ana Jensen
MEDICORF

Suite 128
4400 West Sample Road
Pompano Beach, FL 33073

DOMESTIC FILING

NAME: THERA-SPA REHAB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 JUL 21 PM 12:10

8/21/98

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**ARTICLE OF INCORPORATION
OF
Thera-Spa Rehab., Inc.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I
NAME and PRINCIPAL OFFICE**

The name of this corporation shall be THERA-SPA REHAB., INC., and the principal place of business and mailing address of this corporation shall be:

4400 West Sample Road, Suite 128
Cocunut Creek, Florida 33073

**ARTICLE II
DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 4400 West Sample Road, Suite 128, Coconut Creek, Florida 33073 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ana Jensen.

ARTICLE IV **INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Diane Siwek, President	4400 West Sample Road Suite 128 Coconut Creek, Florida 33073
Ana Jensen, CEO Chief Executive Officer	4400 West Sample Road Suite 128 Coconut Creek, Florida 33073

ARTICLE VII **INCORPORATOR**

The names and address' of the Incorporators are Diane Siwek and Ana Jensen, 4400 West Sample Road, Suite 128, Coconut Creek, Florida 33073.

ARTICLE VIII
DIRECTOR OF CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.


ARTICLE IX
NO SHAREHOLDER LIABILITY

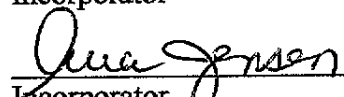
The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand this 20th day of July, 1998.



Incorporator


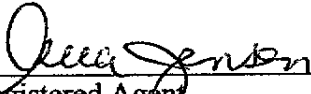
Incorporator

**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 the laws of the State of Florida, THERA-SPA REHAB., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4400 West Sample Road, Suite 128, in the City of Coconut Creek, State of Florida, 33073, has named Ana Jensen, 4400 West Sample Road, Suite 128, Coconut Creek, County of Broward, State of Florida, 33073 as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Registered Agent

DATED: this 20th day of July, 1998

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