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WOODWARD CONSULTATION AND
REHABILITATION SERVICES, INC.

849 Normandy Trace Road
Tampa, FL 33602

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-08/31/98--01019--003
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Woodward Consultation and Rehabilitation Services, Inc. (WCRS, Inc.) and a check in the amount of \$122.50. Please file the Articles accordingly and register Woodward Consultation and Rehabilitation Services, Inc. as a corporation for profit in the State of Florida.

Should you need to reach me or if there is any problem with the enclosures, please contact me immediately at the above address or at the following telephone number: (813) 209-9717.

Thank you for your time and consideration in this regard.

Sincerely,



for Lee Woodward
President, WCRS, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

SEP 2 1998
[Handwritten initials]

Q

ARTICLES OF INCORPORATION
OF
WOODWARD CONSULTATION & REHABILITATION
SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I the undersigned, being of full age, do hereby, for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of covering the existence and organization of the corporation, in the State of Florida, adopt and declare the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be **WOODWARD CONSULTATION AND REHABILITATION SERVICES, INC.**

ARTICLE II - DURATION

The existence of this corporation shall begin upon the filing with the Secretary of State's office, and thereafter the existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

- a. To engage in the general business of consultation and rehabilitation services and any other lawful business under the corporate laws of the State of Florida.
- b. To own real and personal property necessary for the rendering of the above services, or for other services as deemed necessary.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) per value common stock. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty (30) persons.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 849 Normandy Trace Road, Tampa, FL 33602, and the name of the initial registered agent of this corporation is Lee Woodward.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Lee Woodward
President, WCRS, Inc.
849 Normandy Trace Road,
Tampa, FL 33602

ARTICLE VII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ISSUANCE OF SHARES

The shares of capital stock of this corporation shall be issued initially to:

Lee Woodward

100 Shares

ARTICLE IX - AMENDMENTS


The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, is reserved unto the shareholders.

ARTICLE X - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

Lee Woodward
President, WCRS, Inc.
849 Normandy Trace Road
Tampa, FL 33602

IN WITNESS WHEREOF, the undersigned subscriber executed these
Articles of Incorporation this 10 day of August, 1998.




Lee Woodward

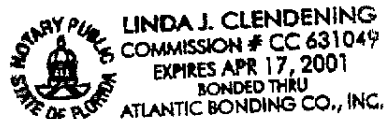
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10 day of August, 1998, personally
appeared Lee Woodward, to me well known to be the person described and who signed the foregoing
Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily,
for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

 8/10/98
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires:

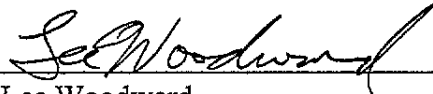


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **WOODWARD CONSULTATION AND REHABILITATION SERVICES, INC.**
desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at **849 Normandy Trace Road, Tampa, FL 33602**, has named **Lee Woodward** as its
Agent to Accept Service of Process within Florida.

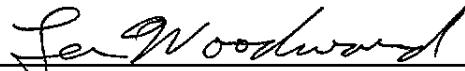
Date: August 10, 1998



Lee Woodward
President, WCRS, Inc.

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.

Dated this 10 day of August, 1998



Lee Woodward
Resident Agent

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98 AUG 31 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA