

LAW OFFICES OF  
JACOB E. COLGROVE, P.A.

1570 Shadowlawn Drive  
Naples, Florida 34104  
941/775-4200

P98000084829

September 15, 1998

CORPORATE RECORDS BUREAU  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Specialty Rehab Services

100002645231--7  
-09/21/98--01144--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Appended hereto please find the properly prepared original Articles of Incorporation of Specialty Rehab Services which I wish to have filed. I have also forwarded a copy of the original Articles such that you may return to me a time-stamped copy.

The cost of filing these Articles will be covered by my General Account draft which I have appended hereto and which has been made payable to the Secretary of State in the total amount of Seventy (\$70.00) Dollars.

Please take those steps necessary to file these Articles at your earliest convenience. Once they have been properly filed, please return the time-stamped copy to me in the envelope which I have provided.

Thanking you for your consideration, I remain

Very truly yours,

  
\_\_\_\_\_  
Jacob E. Colgrove

JEC/drk

Encl :

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -1 PM 1:12

R. Purinton SEP 23 1998



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

September 23, 1998

JACOB E. COLGROVE, P.A.  
1570 SHADOWLAWN DRIVE  
NAPLES, FL 34104

SUBJECT: SPECIALTY REHAB SERVICES, INC.  
Ref. Number: W98000021756

We have received your document for SPECIALTY REHAB SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 198A00047933

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**

**OF**

**CARDIOPULMONARY REHAB SPECIALISTS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, for the purpose of forming a corporation under The Florida General Corporation Act, Florida Statutes Section 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

This corporation shall be known as CARDIOPULMONARY REHAB SPECIALISTS, INC.

**ARTICLE II - DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE III - PURPOSE**

This corporation may engage in, or transact the business of, physical rehabilitation services, and all business activities related thereto, as well as any and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation has authority to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One (\$1.00) Dollar each.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**  
**AND PRINCIPAL OFFICE**

The street address of the initial registered office and the principal office of the corporation is as follows:

6177 TWENTY-FOURTH AVENUE S.W.  
NAPLES, FLORIDA 34116

and the name of the Initial registered agent at the aforestated address is as follows:

KEITH A. REED

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share of the new offering at the price at which it is offered to others.

**ARTICLE VII - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law. The stock of this corporation is further intended to qualify under the requirements of Subchapter S of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have the following number of directors initially:

Two (2)

KEITH A. REED

JERRY D. MARKLE

The number of directors may be either increased or decreased from time to time through the appropriate changes in the By-Laws but the number of directors shall never be less than One (1) nor more than Three (3).

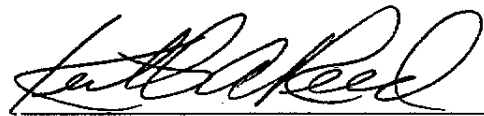
**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is as follows:

KEITH A. REED  
6177 TWENTY-FOURTH AVENUE S.W.  
NAPLES, FLORIDA 34116

IN WITNESS WHEREOF, I have set my hand in subscription of these Articles of Incorporation this 15<sup>th</sup> day of September, 1998.

I am familiar with, accept, and will faithfully perform my duties and responsibilities as Registered Agent for said corporation.



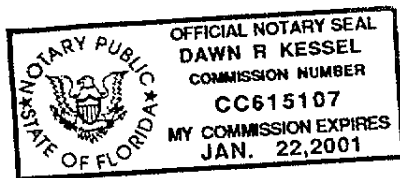
KEITH A. REED

STATE OF FLORIDA :  
: § §  
COUNTY OF COLLIER :

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared KEITH A. REED who is personally known to me or who has produced his Florida Driver License Number \_\_\_\_\_ as identification, and acknowledged that

he is the incorporator of the foregoing Articles of Incorporation and that he subscribed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and Official Seal this 15 day of September, 1998.



Dawn R Kessel  
Signature of Notary

\_\_\_\_\_  
Name of Notary Printed

\_\_\_\_\_  
Serial or Commission Number

\_\_\_\_\_  
My Commission Expires

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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