

PC 98000100775

FILED

DR. DANIEL E. ROERO  
1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179  
(305) 948-8900 Fax: (305) 948-8911

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 15, 1998

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

600002698196--3  
-11/30/98--01138--001  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sir/Madam:

Enclosed you will find an Articles of Incorporation, Resident Agent Certificate and a check in the amount of \$122.50.

Please cause this document to be registered as a corporation in the State of Florida.

Thank you.

Very truly yours,

Dr. Daniel E. Roero  
JLB/mk  
Encl:  
cc:

Dr. Roero CAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

Delete reference  
to approve date  
OK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMERICARE REHABILITATION CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby intends to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is "Americare Rehabilitation Center, Inc.".

The principle office of the corporation is

1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

The mailing address of the corporation is

1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

### ARTICLE III

The maximum number of shares of authorized capital stock of this corporation shall be One Hundred and Fifty (150) shares of common stock having a par value of One and NO/100 (\$1.00) Dollar per share.

The capital stock shall be paid for in cash or in property, at a just valuation to be fixed by the incorporation, or by the directors at a meeting called for such purposes, or at the organization meeting.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the directors of the corporation. Stock and corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on the basis and for such consideration as the issuance of so much of the capital stock as the directors of the corporation may decide.

### ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than Five Hundred and NO/100 (\$500.00) Dollars.

### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

### ARTICLE VI

The name and street address of this corporation's initial registered agent in the State of Florida is:

Dr. Daniel E. Roero  
1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

#### ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

The members of the Board of Directors shall be elected at an annual meeting of the stockholders of said corporation. Officers of such corporation shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

#### ARTICLE VIII

This names and post addresses of the members of the first Board of Directors are:

Dr. Daniel E. Roero  
1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

#### ARTICLE IX

The name and address of the incorporated signing these Articles of Incorporation is:

Dr. Daniel E. Roero  
1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

#### ARTICLE X

Special provisions for the regulation of the corporation are:

Section 1. The annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida.

Section 3. The officers of this corporation shall be a President, Vice President, Director, Secretary and Treasurer and such other officers as the Board of Directors may deem necessary.

Section 4. The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

#### ARTICLE XI

These Articles of Incorporation may be amended from time to time as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII

The names and addresses of the officers of the corporation until election at the first annual election or officers are as follows:

PRESIDENT, VICE PRESIDENT, SECRETARY & TREASURER:

Dr. Daniel E. Roero  
1652 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

ARTICLE XIII

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

ARTICLE XIV

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XV

At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of seventy five (75%) percent of the shares then entitled to the vote at an election of directors.

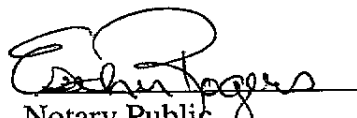
  
Dr. Daniel E. Roero  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF \_\_\_\_\_ )

)     SS:

This instrument was acknowledged before me by \_\_\_\_\_  
on this \_\_\_\_\_ day of \_\_\_\_\_, 1998, who ( \_\_\_\_\_  
personally known to me OR who produced \_\_\_\_\_  
as identification and who did take an oath.

NOTARY PUBLIC  
STATE OF FLORIDA  
ESTHER ROGERS  
COMMISSION # CC 526572  
EXPIRES JAN 23, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public

Commission Expires:  
Jan. 23, 2000.

FILED

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**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That Americare Rehabilitation Center, Inc., with its principle office as indicated in the Articles of Incorporation as 1652 N.E. Miami Gardens Drive, North Miami Beach, Florida, County of Dade, State of Florida, has named Dr. Daniel E. Roero, located at 1652 N.E. Miami Gardens Drive, North Miami Beach, Florida, County of Dade, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as registered agent for the above stated corporation, I hereby agree to comply with the provisions of all statutes relative to accept the duties and obligations of Section 607.0505, Fla. Stat. (1992).

Dr. Daniel E. Roero  
Registered Agent

STATE OF FLORIDA     )  
                                      )  
COUNTY OF -----     )

This instrument was acknowledged before me by \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, 1998, who (     ) is personally known to me OR (     ) who produced \_\_\_\_\_ as identification and who did take an oath.



ESTHER ROGERS  
COMMISSION # CC 526573  
EXPIRES JAN 23, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*Esther Rogers*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

*Jan 23, 2000*