

P99000020131

Barbara M. Thomas
4184 N.W. 6th Court
Deerfield Beach, FL 33442

February 25, 1999

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


300002790823--2
-03/01/99--01120--009
*****78.50 *****78.50

Enclosed please find the following:

Two copies of Articles of Incorporation
Check to Secretary of State: \$78.50
Return Express Mail Envelope

Please file the Articles with the Secretary of State and return the certified copy to the new corporation in the Express Mail envelope provided. You can reach me at (954) 429-1627 or (561) 392-5515 if you have any questions.
Thank you.

Sincerely,



Barbara M. Thomas

enclosures (check/articles of incorp.)

FILED
99 MAR -1 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA



MAR 3 1999.

ARTICLES OF INCORPORATION

OF

Rehabilitation Specialty Center, 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 REHABILITATION SPECIALTY CENTER, INC., and the principal place of business and mailing address of this corporation shall be:

880 N.W. 13th Street, Suite 2A
Boca Raton, FL 33486

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

FILED
99 MAR 1 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 4184 N.W. 6th Court, Deerfield Beach, Florida 33442 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 Barbara Michele Thomas.

ARTICLE VI
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>
Barbara Michele Thomas, President	4184 N.W. 6 th Court Deerfield Beach, Florida 33442

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Barbara Michele Thomas, 4184 N.W. 6th Court, Deerfield Beach, Florida 33442.

ARTICLE VIII
DIRECTOR 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.

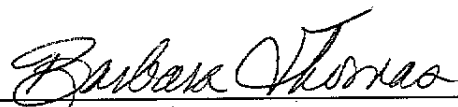
ARTICLE IX
NO SHAREHOLDER LIABILITY

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 24th day of February, 1999.



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, Rehabilitation Specialty Center, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4184 N.W. 6th Court, in the City of Deerfield Beach, State of Florida, 33442, has named Barbara Michele Thomas, 4184 N.W. 6th Court, Deerfield Beach, County of Broward, State of Florida, 33442 as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

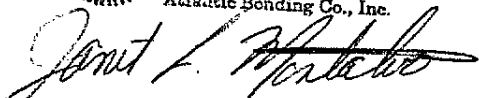
Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept 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 24th day of February, 1999.



Janet L. Montalvo
Commission # CC 808745
Expires Feb. 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



FILED
99 MAR -1 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA