

P.09900000293/4

JAMES W. KAYWELL, P. A.
ATTORNEY AT LAW

JAMES W. KAYWELL

OF COUNSEL:
T. GRAF BUCKENMAIER, JR.

THE PROFESSIONAL CENTER, SUITE 207
201 WEST MARION AVENUE
PUNTA GORDA, FLORIDA 33950-4497

TEL: (941) 639-4343

FAX: (941) 639-7121

LETTER OF TRANSMITTAL

March 12, 1999

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

700002808337--9
-03/16/99--01103--010
*****78.75 *****78.75

Re: Articles of Incorporation (Veterans Cardiac and Physical Rehabilitation Centers, Inc.)

To Whom It May Concern:

Enclosed please find the following: **Original and one (1) copy of the Articles of Incorporation; Certificate of Designation or Registered Agent and a check in the amount of \$78.75 is transmitted herewith:**

<input checked="" type="checkbox"/>	For Filing	<input type="checkbox"/>	For Necessary Action
<input type="checkbox"/>	For Signature & Return	<input type="checkbox"/>	Per Your Request
<input type="checkbox"/>	For Signature & Forwarding	<input type="checkbox"/>	Approved As Noted Below
<input type="checkbox"/>	For Review	<input type="checkbox"/>	Disapproved
<input type="checkbox"/>	For Distribution	<input type="checkbox"/>	For Your Information & Records
<input type="checkbox"/>	For Recordation	<input type="checkbox"/>	See Remarks Below
<input type="checkbox"/>	For Payment	<input type="checkbox"/>	Execution

Remarks: Please return **Certified copy** of document to my office.

Very truly yours,

James W. Kaywell

James W. Kaywell, P. A.

JWK/jp
Enclosure(s)

99 MAR 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

MAR 23 1999



received
3-25-99

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

JAMES W. KAYWELL, P.A.
201 WEST MARION AVENUE
THE PROFESSIONAL CENTER, SUITE 207
PUNTA GORDA, FL 33950-4497

**SUBJECT: VETERANS CARDIAC AND PHYSICAL REHABILITATION
CENTERS, INC.**
Ref. Number: W99000006886

We have received your document for VETERANS CARDIAC AND PHYSICAL REHABILITATION CENTERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 599A00014359

JAMES W. KAYWELL, P. A.
ATTORNEY AT LAW

JAMES W. KAYWELL

OF COUNSEL:
T. GRAF BUCKENMAIER, JR.

THE PROFESSIONAL CENTER, SUITE 207
201 WEST MARION AVENUE
PUNTA GORDA, FLORIDA 33950-4497

TEL: (941) 639-4343

FAX: (941) 639-7121

LETTER OF TRANSMITTAL

March 25, 1999

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

Re: Articles of Incorporation (Veterans Cardiac and Physical Rehabilitation Centers, Inc.)

To Whom It May Concern:

Enclosed please find the following: **Original and one (1) copy of the Articles of Incorporation; Certificate of Designation or Registered Agent which have been corrected to reflect principal place of business and registered office are one in the same is transmitted herewith:**

<input checked="" type="checkbox"/>	For Filing	<input type="checkbox"/>	For Necessary Action
<input type="checkbox"/>	For Signature & Return	<input checked="" type="checkbox"/>	Per Your Request
<input type="checkbox"/>	For Signature & Forwarding	<input type="checkbox"/>	Approved As Noted Below
<input type="checkbox"/>	For Review	<input type="checkbox"/>	Disapproved
<input type="checkbox"/>	For Distribution	<input type="checkbox"/>	For Your Information & Records
<input type="checkbox"/>	For Recordation	<input type="checkbox"/>	See Remarks Below
<input type="checkbox"/>	For Payment	<input type="checkbox"/>	Execution

Remarks: Please return **Certified copy** of document to my office.

Very truly yours,

James W. Kaywell

James W. Kaywell, P. A.

JWK/jp
Enclosure(s)

ARTICLES OF INCORPORATION OF
VETERANS CARDIAC AND PHYSICAL REHABILITATION CENTERS, INC.

FILED
99 MAR 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is **VETERANS CARDIAC AND PHYSICAL REHABILITATION CENTERS, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 5000 shares and having a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative,

ARTICLE XI

The initial registered agent of the corporation is James W. Kaywell. The street address of the corporation's initial registered office is 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950, and principal place of business is 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950.

ARTICLE XII

The name and address of the incorporator of the corporation is:

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, FL 33950

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: March 12, 1999


James W. Kaywell, Incorporator

State of Florida)
County of Charlotte) SS

Subscribed and acknowledged before me by JAMES W. KAYWELL, the Incorporator, who is personally known to me or ~~who has~~ produced _____, as identification, on March 12, 1999.

(Affix Notary Seal)



JANET M. PHILLIPS
COMMISSION # CC 660980
EXPIRES JUL 1, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Mark Kole
267 Harbor Boulevard
Port Charlotte, FL 33952

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, FL 33950

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

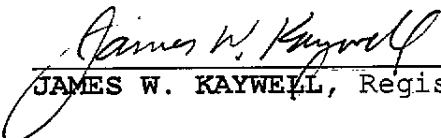
1. The name of the corporation is:

VETERANS CARDIAC AND PHYSICAL REHABILITATION CENTERS, INC.

2. The name and address of the registered agent and office is:

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, Florida 33950

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JAMES W. KAYWELL, Registered Agent

FILED
99 MAR 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA