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TRANSMITTAL LETTER

FILED
99 AUG 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

800002973718--8
-08/30/99--01099--015
*****78.75 *****78.75

SUBJECT: AGAPE REHAB SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee &
Certificate

FROM: VETA M. MILLARD
Name (printed or typed)
7913 BECKETT ST.
Address
NEW PORT RICHEY, FL 34653
City, State & Zip
(727) 376-2446
Daytime Telephone Number

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AGAPE REHAB SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7913 BECKETT ST.
NEW PORT RICHEY, FL 34653

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

VETA M. MILLARD
7913 BECKETT ST.
NEW PORT RICHEY, FL 34653

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

VETA M. MILLARD
7913 BECKETT ST.
NEW PORT RICHEY, FL 34653

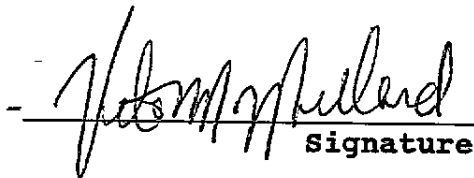
ARTICLE VI INITIAL OFFICER(S) & DIRECTOR(S)

The name(s) and street address(es) of the initial officers and directors is(are):

VETA M. MILLARD - PRES./DIR.
7913 BECKETT ST.
NEW PORT RICHEY, FL 34653

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th day of August, 19 99.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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: AGAPE REHAB SERVICES, INC.
2. The name and address of the registered agent and office is:

VETA M. MILLARD

(Name)

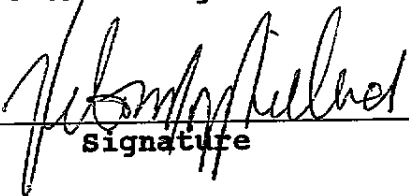
7913 BECKETT ST.

(P.O. Box not acceptable)

NEW PORT RICHEY, FL 34653

(City/State/Zip)

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.


Signature

8/26/99
Date