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October 20, 1999

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*****78.75 *****78.75

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

Re: Snergy Rehab, Inc.

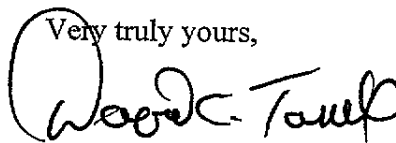
Dear Sirs:

Enclosed for filing is the original and one copy of **Articles of Incorporation** for **Snergy Rehab, Inc.** We enclose a check payable to the Secretary of State for \$78.75 to cover the filing fee and the one certified copy.

Also enclosed is a self addressed stamped envelope for return of the certified copy.

If you have any questions, please do not hesitate to contact us.

Very truly yours,



David C. Tassell

DCT/sm
Enclosures

FILED
99 OCT 28 AM 9:30
TALLAHASSEE, FLORIDA

afk 11/1

ARTICLES OF INCORPORATION

OF

SNERGY REHAB, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Snergy Rehab, Inc.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

99 OCT 28 AM 9:30
TALLAHASSEE, FLORIDA

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS,
INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 1420 Ocean Way, Unit 29C, Jupiter, Florida 33477 and the name of its initial registered agent at that address is Baltazar Lopes. The principal place of business shall also be at that same address.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is **one** (1). The name(s) and address(es) of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, (is) are:

<u>Name</u>	<u>Address</u>
Baltazar Lopes	1420 Ocean Way, Unit 29C Jupiter, FL 33477

ARTICLE VIII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Baltazar Lopes	1420 Ocean Way, Unit 29C Jupiter, FL 33477

ARTICLE IX - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or


transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE X - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.


DATED THIS 13 day of October, 1999.



Baltazar Lopes
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of October, 1999, by Baltazar Lopes who is personally known to me or has produced _____ as identification and [did/did not] take an oath.



Notary Public
My Commission Expires:



**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 Florida Statutes, the following is submitted:

Snergy Rehab, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

Baltazar Lopes


1420 Ocean Way, Unit 29C
Jupiter, FL 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: October 13, 1999.



Baltazar Lopes
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of October, 1999 by Baltazar Lopes, who is personally known to me or has produced _____ as identification and [did/did not] take an oath.



Notary Public
My Commission Expires:

