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ADORHO & ZEDER, P.A.  
2601 S. BAYSHORE DRIVE  
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MIAMI, FL 33133

SUBJECT: THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS  
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September 12, 1995

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**FROM:** *Justin T. Wilson (305) 860-7098*

**FAX NO.** (305) 858-4777

**COMMENTS:** *Please file Articles of Incorporation*

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**ARTICLES OF INCORPORATION  
OF**

**THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC.**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1627 Highway U.S. 1, Suite 2B, Sebastian, Florida 32958.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the registered agent at that address is: A Z Registered Agent Corporation.
- FIFTH:** The name and address of the incorporator of the Corporation is: Stephen H. Siegel, Esq., Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Jim F. Ekbatani  
1766 20th Avenue  
Vero Beach, Florida 32960

David E. Kashuba  
1627 Highway U.S. 1  
Suite 2B  
Sebastian, Florida 32958

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Martha Musino  
7220 N.W. 36th Street  
Suite 407  
Miami, Florida 33166

Jose Otano, Sr.  
7220 N.W. 36th Street  
Suite 407  
Miami, Florida 33166

- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1995.

  
\_\_\_\_\_  
Stephen H. Siegel, Esq., Incorporator

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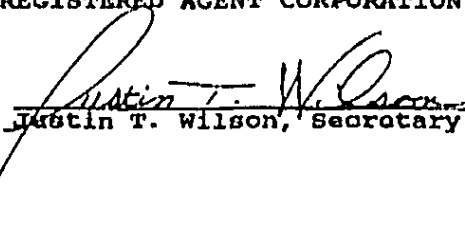
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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent of THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

A Z REGISTERED AGENT CORPORATION

By:

  
Justin T. Wilson, Secretary

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