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March 30, 1999

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*****70.00 *****70.00

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

Re: Articles of Incorporation for
Advanced Physical Therapy & Rehab, Inc.

EFFECTIVE DATE
3-30-99

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with this firm's trust account check in the amount of \$70.00 to cover the cost of filing the Articles. If you have any questions, please do not hesitate to call.

Sincerely,

Chary Lynn Harris

Chary Lynn Harris
Legal Assistant

clh
Enclosures

FILED
99 MAR 31 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANCED PHYSICAL THERAPY & 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

EFFECTIVE DATE
3-30-99

The name of the Corporation shall be: **Advanced Physical Therapy & Rehab, Inc.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value

of \$1.00 a share.

ARTICLE IV

PRINCIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and initial registered office and agent address of this corporation is as follows: **Theresa Solesky, 3737 Outrigger Court, Fort Pierce, FL 34946.**

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

CORPORATE EXISTENCE

In accordance with the applicable Florida Statute, corporate existence shall commence upon the date of the execution and acknowledgement of these Articles of Incorporation and said corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial director of this corporation is: **Theresa Solesky, 3737 Outrigger Court, Fort Pierce, FL 34946.**

ARTICLE VII

OFFICERS

The officers of this corporation shall be a president, vice president, secretary and a treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

ARTICLE VIII

AMENDMENT

The Articles of Incorporation may be amended in the manner provided. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of

stock;

- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- (d) Management agreements or other employment agreements with persons who may or may not be stockholders; and
- (e) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and so implement the said agreements by by-laws of the corporation.

ARTICLE X

INCORPORATOR AND SUBSCRIBER

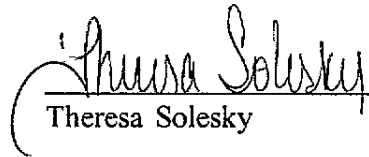
The name and street address of the person named herein as subscriber and incorporator are as follows: **Theresa Solesky, 3737 Outrigger Court, Fort Pierce, FL 34946.**

ARTICLE XI

SECTION 1244

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 30th day of March, 1999.



Theresa Solesky

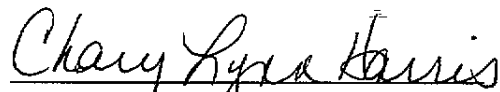
STATE OF FLORIDA

COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on the 30th day of March, 1999, Theresa Solesky personally came and appeared before me, the undersigned authority, to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

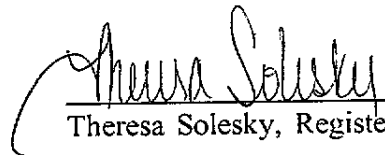
IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.

 Chary Lynn Harris
My Commission CC865168
Expires July 20, 2001


NOTARY PUBLIC, State of Florida
at Large
My Commission expires: _____

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act.


Theresa Solesky, Registered Agent

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99 MAR 31 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA