

P96000043106

April 7, 1996

4100000117002-41004
04/24/96-01044-004
***122.50 ***122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation/Therapy Works, Inc.

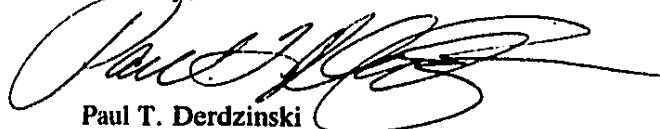
Dear sir or Madam:

Along with this letter I hand you my check in the amount of \$122.50, together with an original and one copy of the Articles of Incorporation and Registered Agent Certificate of Designation.

I would ask that you please file the Articles of Incorporation and return a certified copy of the filed Articles of Incorporation to me in the enclosed self-addressed, stamped envelope which I have provided for that purpose.

Thanking you in advance for your time, assistance and cooperation.

Sincerely,



Paul T. Derdzinski

APR 29 1996

502

APR 29 1996 BSB

W96-9107

MAY 21 1996

FILED
MAY 21 1996
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1996

PAUL T. DERDZINSKI
1719 POINSETTIA DRIVE
FORT LAUDERDALE, FL 33305

SUBJECT: THERAPY WORKS, INC.
Ref. Number: W9600009107

We have received your document for THERAPY WORKS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 196A00020330

5/16/96

To whom this may concern,

Greetings. Enclosed are
two sets of new articles of Incorporation.
- I originally filed but was denied.

See enclosed copy of letter you
sent to me. Payment has already
been received by your office.

Please file enclosed documents.

If you have any problems
please contact me.

Thank you.

Sincerely,
PAUL T. DERDZINSKI
Paul T. Derdzinski

PAUL T. DERDZINSKI
1719 POMUSETTIA DR.
FT. LAUD. FL 33305

**ARTICLES OF INCORPORATION
OF
PRO-THERAPY, INC.**

FILED
96 MAY 21 AM 11:12
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

Pro-Therapy, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLES III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale in case of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her probata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1719 Poinsettia Drive
Fort Lauderdale, Florida 33305

and the name of the initial Registered Agent of this corporation at that address is

Paul T. Derdzinski

ARTICLES VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Paul T. Derdzinski	1719 Poinsettia Drive
	Fort Lauderdale, Florida 33305

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Paul T. Derdzinski	1719 Poinsettia Drive
	Fort Lauderdale, Florida 33305

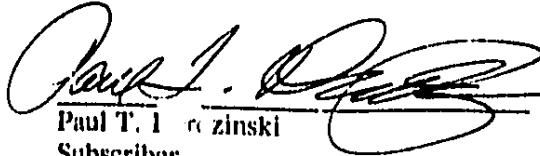
ARTICLES VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, 16 day of May, 1996.


Paul T. Derdzinski
Subscriber

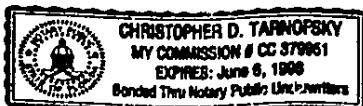
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL T. DERDZINSKI known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 16th day of May, 1996.


NOTARY PUBLIC, State of Florida at large

My commission expires:



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

96 MAY 21 AM 11:12

STATE
TALLAHASSEE, FLORIDA

CORPORATION:
Pro-Therapy, Inc.

REGISTERED AGENT:
Paul T. Derdzinski
1719 Poinsettia Drive
Fort Lauderdale, Florida 33305

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

By:


PAUL T. DERDZINSKI

Dated:

5/16/96

Seann M. Frazier, Esquire
Panza, Maurer, Maynard & Neel, P.A.
Third Floor, NationsBank Building
3600 North Federal Highway
Ft. Lauderdale, Florida 33308
(954)390-0100
(954)390-7991 Facsimile