

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CORAL WAY PHYSICAL THERAPY & REHAB, LTD**
a Florida limited partnership

FILED
01 OCT -8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states

ARTICLE 1-NAME

The name of the Partnership is CORAL WAY PHYSICAL THERAPY & REHAB, LTD.

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 1761 Coral Way, Miami, Florida 33145.

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ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is the same.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is Coral Way Physical Therapy & Rehab, Inc., 1761 Coral Way, Miami, Florida 33145.

PO10000692962

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Partnership is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerilawyer.com

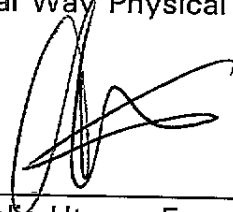
1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of CORAL WAY PHYSICAL THERAPY & REHAB, LTD. this 5 October 2001.

GENERAL PARTNER:

Coral Way Physical Therapy & Rehab, Inc.



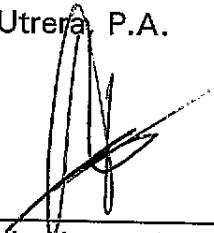
Natalia Utrera, Esquire
Authorized Agent and Attorney at Law

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for CORAL WAY PHYSICAL THERAPY & REHAB, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. Spiegel & Utrera, P.A., having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President

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TALLAHASSEE, FLORIDA



SPIEGEL & UTRERA, P.A.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS


**STATE OF FLORIDA
COUNTY OF DADE**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of Coral Way Physical Therapy & Rehab, Inc. the general partner of CORAL WAY PHYSICAL THERAPY & REHAB, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand and No/100 (\$1,000) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



 Natalia Utrera, Esquire

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TALLAHASSEE, FLORIDA

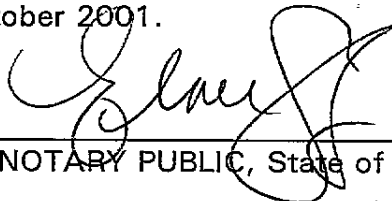
Dated this 5 October 2001

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of Coral Way Physical Therapy & Rehab, Inc., sole General Partner of CORAL WAY PHYSICAL THERAPY & REHAB, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 5 October 2001.

 Eisie Sanchez
 Commission # CC 741325
 Expires June 21, 2002
 BONDED THRU
 ATLANTIC BONDING CO., INC.

(SEAL)



 NOTARY PUBLIC, State of Florida at Large



SPIEGEL & UTRERA, P.A.

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