

F 9600000 4422

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Phoenix, AZ 85012  
Tel 602 277 4792  
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August 23, 1996

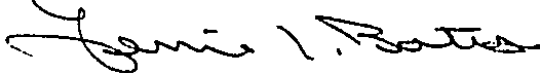
Dear Secretary of State:

Pursuant to the instructions of counsel, we enclose for filing the necessary documents to qualify this company in your state, together with funds in payment of the required fees.

Please forward the evidence of filing to this office, by regular mail.

If for any reason filing cannot be effected promptly, please notify us of the details by telephone. Our toll free number is 1-800-321-9415.

Very truly yours,



Terrie L. Bates,  
Customer Specialist

Enclosures

Secretary of State  
Corporate Records Bureau  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS  
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Re: PROFESSIONAL THERAPY STAFFING, INC. (MI DOM)  
Order no: 584592

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. Professional Therapy Staffing, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Michigan  
(State or country under the law of which it is incorporated)
3. 38-2767067  
(FEI number, if applicable)
4. October 27, 1987  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 4021 S. 700 East, Suite 300, Salt Lake City, Utah 84107  
  
(Current mailing address)

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8. To provide physical therapy services.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

C T Corporation System  
[Signature]  
(Registered agent's signature) (Officer)  
William C. Bradford, V.P.  
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Neal M. Elliott

Address: 4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_


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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chris Slayter, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

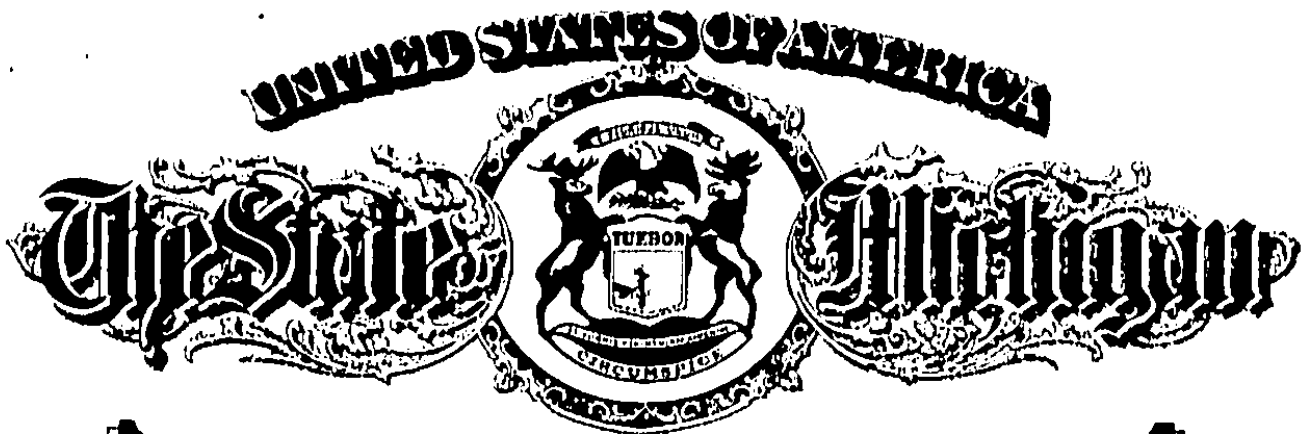
Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
Professional Therapy Staffing, Inc.**

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1. Neal M. Elliott, CEO  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
2. Chris Slayter, President  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
3. Brian Vinchur, Vice President, CFO  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
4. Charles H. Gonzales, Vice President  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
5. Ernest A. Schofield, Vice President  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
6. Scot Sauder, Vice Pres. & Sec.  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107
7. Jacqueline Gordon, Asst. Secretary  
4021 S. 700 East, Suite 300  
Salt Lake City, Utah 84107

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

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DIVISION OF CORPORATIONS

*This is to Certify That*

**PROFESSIONAL THERAPY STAFFING, INC.**

*was incorporated on October 27, 1987, as a Michigan profit corporation,  
and said corporation is in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing  
in this office as of this date and is duly authorized to transact business or conduct  
affairs in Michigan and for no other purpose. It is in the usual form, made by me  
as the proper officer, and is entitled to have full faith and credit given it in every  
court and office within the United States.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 9th day  
of July, 1996.*

*Carl L. [Signature]* , Director

Corporation, Securities and Land Development Bureau