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James F. Valenti, Jr., Esq.

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September 20, 2001

9/24

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL. 32314

Dear Sir or Madame:

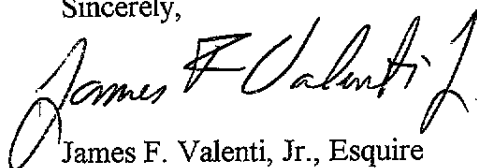
Enclosed for filing are the Articles of Organization of:

Vital Motion Rehabilitation and Wellness, LLC.

Also enclosed is a copy of the Articles which we ask that you certify and return to our firm at the above address. Our firm's check in the amount of \$155.00 is enclosed.

Thank you for your assistance.

Sincerely,


James F. Valenti, Jr., Esquire

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FILED
01 SEP 24 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

VITAL MOTION REHABILITATION AND WELLNESS , LLC.

These Articles of Organization are filed for the purpose of creating a Limited Liability Company pursuant to the Florida Limited Liability Act, Chapter 608 Florida Statutes (the "Act").

ARTICLE I

NAME

The name of the Company is and shall be:

Vital Motion Rehabilitation and Wellness, LLC.

ARTICLE II

TERM

The existence of the Company will commence upon the filing of these Articles of Organization with the Florida Department of State, and its duration shall be perpetual until dissolved as required by the Act or as provided in the Company's Regulations. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event which terminates the continued membership of a member in the Company (a "Terminating Event"), the Company may continue upon the affirmative vote of a majority in interest of the remaining members to do so; provided, such affirmative vote must be made within ninety (90) days following the Terminating Event.

ARTICLE III

ADDRESS

The initial mailing address of the Company is

253 Shell Bluff Court, Ponte Vedra Beach, FL. 32082

The initial street address of the Company is:

253 Shell Bluff Court, Ponte Vedra Beach, FL. 32082.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Eric D. Mason
253 Shell Bluff Court
Ponte Vedra Beach, FL. 32082

ARTICLE IV

MANAGEMENT

The management of the Company shall at all times be vested in one or more managers, elected as provided in the Company's Regulations. The name and address of the initial manager are as follows:

Eric D. Mason
253 Shell Bluff Court
Ponte Vedra Beach, FL. 32082

ARTICLE VI

ADDITIONAL MEMBERS

Initially there will be one member of the Company. Additional members may be admitted in accordance with the Company's Regulations.

ARTICLE VII

REGULATIONS

The members shall have the power to adopt, amend and repeal Regulations as contemplated by the Act. Regulations may be adopted, amended or repealed by a vote of a majority in interest of the members.

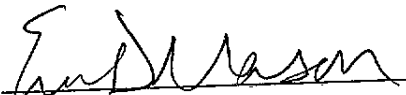
ARTICLE VII

LIMITED LIABILITY

Except as otherwise provided by the Act, no member manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in tort, contract or otherwise, nor for the acts or omissions of any other member, manager, officer, agent or employee of the Company, unless he or she expressly assumes such personal liability in writing.

SIGNATURES


These Articles are executed this 17th day of September, 2001 by the undersigned member of the Company.



Eric D. Mason
Member-Manager

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Eric D. Mason

9-17-2001
Date