



L97000000677

June 17, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Managed Care Therapies, LLC

Dear Clerk:

Enclosed is a check in the amount of thirty-five dollars (\$35.00) to cover the filing fees for the reservation of a limited liability company name. The name we would like to reserve is:

MANAGED CARE THERAPIES, LLC

Please send the notification to Tammy Somers at the below address. Thank you for your assistance in this matter.

Sincerely,

Tammy K Somers

Tammy K. Somers
Legal Assistant to Galen Goetz

Enclosure

cc: Ben Atkins

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**ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is Managed Care Therapies, LLC.

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is:

10014 North Dale Mabry Hwy.
Suite 101 #68
Tampa, FL 33618

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Key Rehab, Inc.
10014 North Dale Mabry Hwy.
Suite 101 #68
Tampa, FL 33618

Sam Toney
15906 Winding Drive
Tampa, FL 33624

PTS Rehab of Florida, Inc.
38 Pond Street, Ste 305
Franklin, MA 02038

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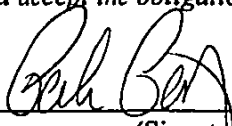
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MANAGED CARE THERAPIES, LLC.
2. The name and address of the registered agent and office is:

Galen Goetz, Director of Legal Affairs
Premiere Associates Management Company
689 Deltona Blvd.
Deltona, Florida 32725

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.



(Signature)

17 Jun 97
(Date)

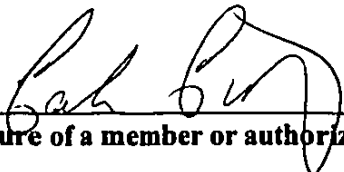
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of MANAGED CARE THERAPIES, LLC
deposes and says:

1. the above named limited liability company has at least two members;
2. the total amount of cash contributed by the members is \$10.00 & o.v.c.
3. the agreed value of property other than cash contributed by members is \$60,000
The property is described as miscellaneous rehabilitation therapy equipment.
4. the amount of cash or property anticipated to be contributed by members is \$60,010
This total includes amounts from 2 and 3 above.

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Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.