

P00000035459

MICHAEL WASHBURN, P.T., P. A.
2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

(941) 691-8898

MARCH 23, 2000

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P O Box 6327
TALLAHASSEE, FL 32301

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-04/03/00--01140--012
****122.50 *****78.75

DEAR SIR OR MADAM:

AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, I AM REQUESTING A CHARTER FROM THE STATE OF FLORIDA IN ORDER TO START A BUSINESS AS A CORPORATION IN FLORIDA.

ENCLOSED ARE THE FOLLOWING PAPERS, TOGETHER WITH MY CHECK:

- A. ORIGINAL AND ONE COPY OF CERTIFICATE OF INCORPORATION FOR FILING AND APPROVAL BY YOUR OFFICE.
- B. CERTIFICATE OF REGISTERED AGENT;
- C. CHECK TO COVER FEES AND COSTS IN THE AMOUNT OF \$122.50.

\$35.00 TO FILE CERTIFICATE
\$52.50 FOR CERTIFIED COPY
\$35.00 FOR REGISTERED AGENT DESIGNATION

PLEASE RETURN THE CERTIFIED COPY AS SOON AS POSSIBLE.

VERY TRULY YOURS,



MICHAEL WASHBURN
INCORPORATOR
MICHAEL WASHBURN, P.T., P. A.

ENCLOSURE

FILED
00 APR - 3 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR - 7 2000

ARTICLES OF INCORPORATION
OF

MICHAEL WASHBURN, P.T., P.A.

FILED
00 APR -3 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATION NAME

THE NAME OF THE CORPORATION IS:

MICHAEL WASHBURN, P.T., P.A.

THE MAILING ADDRESS OF THE CORPORATION IS:

2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

THE STREET ADDRESS OF THE CORPORATION IS:

2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN THE PRACTICE OF PHYSICAL THERAPY AND AS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1. (ONE DOLLAR) PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON ISSUANCE OF THE CERTIFICATE OF INCORPORATION FROM THE SECRETARY OF STATE.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED
OFFICE

THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE
OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

MICHAEL WASHBURN
2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO
ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF
DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BY-LAWS ADOPTED
BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTOR

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THE STREET ADDRESS
IS:

MICHAEL WASHBURN
2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

THE PERSON NAMED AS THE INITIAL DIRECTOR SHALL HOLD OFFICE FOR THE FIRST YEAR
OF EXISTENCE OF THIS CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR
APPOINTED AND HAVE QUALIFIED, WHICHEVER OCCURS FIRST.

ARTICLE VIII. INCORPORATOR

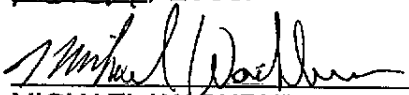
THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION
AS THE INCORPORATOR IS:

MICHAEL WASHBURN
2725 COLONIAL BLVD., #107
FORT MYERS, FL 33907

ARTICLE IX. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HAS EXECUTED THE FOREGOING ARTICLES OF INCORPORATION ON THIS 22nd DAY OF March, 2000.


MICHAEL WASHBURN
INCORPORATOR

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED MICHAEL WASHBURN WHO KNOWN TO BE THE PERSON DESCRIBED AS INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THIS 22nd DAY OF March, 2000.

MY COMMISSION EXPIRES:


NOTARY PUBLIC



Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001


MICHAEL WASHBURN, P.T., P.A.
2725 COLONIAL BLVD., #107
FORT MYERS, FLORIDA 33907-1664

FILED
00 APR -3 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT MICHAEL WASHBURN, P.T., P. A., IS DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 2725 COLONIAL BLVD., #107, FORT MYERS, FLORIDA 33907-1664,
HAS NAMED MICHAEL WASHBURN, LOCATED AT 2725 COLONIAL BLVD., #107, FORT
MYERS, FLORIDA 33907-1664, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


MICHAEL WASHBURN

3/22/00
DATE


HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL WASHBURN
REGISTERED AGENT

3/22/00
DATE

FILED
00 APR -3 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR MICHAEL WASHBURN, P.T., P.A.



MICHAEL WASHBURN
REGISTERED AGENT

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED MICHAEL WASHBURN, TO
ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO EXECUTED
THE FOREGOING INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED
THE SAME.

WITNESS, MY HAND AND OFFICIAL SEAL THIS 22nd DAY OF March, 2000.

MY COMMISSION EXPIRES: _____


NOTARY PUBLIC

 Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001