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OF RICE ROSE & SNELL

A PROFESSIONAL ASSOCIATION
www.RiceRoseSnell.com

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DAYTONA BEACH, FL 32115

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*****70.00 *****70.00

June 1, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -5 AM 9:09

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RE: ATLANTIC PHYSICAL MEDICINE & REHABILITATION, P.A.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation.
Please file the same and forward confirmation to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	35.00
	<u>\$70.00</u>

NO COPY

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Thank you for your assistance in this matter.

Sincerely,

James L. Rose/bjr
James L. Rose

JLR/bjr
Encs.

T. Burch JUN 13 2000

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ARTICLES OF INCORPORATION OF
ATLANTIC PHYSICAL MEDICINE & REHABILITATION, P.A.

00 JUN -5 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of physical medicine and rehabilitation in the State of Florida, hereby associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is ATLANTIC PHYSICAL MEDICINE & REHABILITATION, P.A..

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medical and rehabilitative services.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine and rehabilitation is not less than \$100.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 746 Renegade Lane, City of Port Orange, County of Volusia, State of Florida 32127. The name of the initial registered agent of the corporation, located at such office, is Anthony Picchiello.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers on or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
Dr. Anthony Picchiello	746 Renegade Lane Port Orange, FL 32127

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and

until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

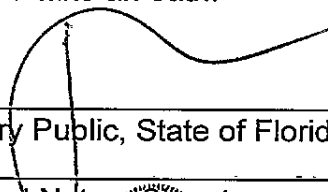
In witness hereof, I the undersigned incorporator of this corporation, has executed these articles of incorporation at DAYTONA BEACH, Florida on May 22, 2000.

 _____

Name

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22 day of May, 2000 by ANTHONY PICCHIELLO who is personally known to me or who has produced _____ as identification and who did take an oath.



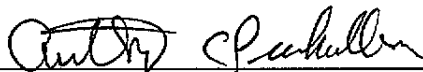
Notary Public, State of Florida

Printed Notary Signature  James L. Rose
At Large MY COMMISSION # CC764996 EXPIRES
My Commission Expires December 6, 2002
PRODUCED THROUGH TROY FAIR INSURANCE, INC.

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:

That ATLANTIC PHYSICAL MEDICINE & REHABILITATION, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the 746 Renegade Lane, Port Orange, FL 32127, has named ANTHONY PICCHIELLO, located at 746 Renegade Lane, Port Orange, FL 32127, as its Agent to accept service of process within Florida.

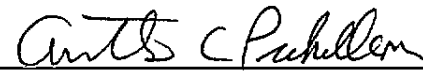

(Corporate Officer)

Title: *President*

Date: *5-22-00*

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00 JUN -5 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated 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.


(Resident Agent)

Date: *5-22-00*