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**BASIC AMENDMENT**  
**PROGRESSUS THERAPY, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROGRESSUS THERAPY, INC.**

Pursuant to Sections 607.0602, 607.1002, and 607.1006 of the Florida Business Corporation Act (the "FBCA"), Progressus Therapy, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** That this Corporation is named Progressus Therapy, Inc., and was originally incorporated in the State of Florida on August 24, 2000, under the name "Sunbelt Therapy Services of America, Inc." and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**SECOND:** These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated April 28, 2003, and the votes cast for the amendment by the shareholders was sufficient for approval.

**ARTICLE I - NAME**

The name of the Corporation is: **Progressus Therapy, Inc.**

**ARTICLE II - BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United State and the State of Florida.

**ARTICLE III - CAPITALIZATION**

The authorized capital stock that the Corporation may issue shall be as follows:

<u>Class of Stock</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Common Stock		
Class A	2,761,578	\$0.01
Class B	1,000,000	\$0.01
Preferred	10,000	\$0.01

Each share of Common Stock issued and outstanding as of the date on which these Amended and Restated Articles of Incorporation are filed in the offices of the Secretary of State, State of Florida, shall be converted without further action into three hundred (300) shares of Class A Common Stock. Each share of Class A Common Stock shall have one (1) vote on all matters upon which Shareholders may be entitled to vote. Shares of Class B Common Stock shall be non-voting. In all other respects, shares of Class A Common Stock and Class B Common Stock shall have identical rights and privileges.

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Preferred Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

#### ARTICLE IV - DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be as provided in the Bylaws, but shall not be less than one (1).

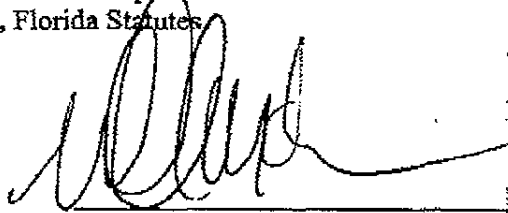
#### ARTICLE V - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2701 N. Rocky Point Dr., Suite 650, Tampa, FL 33607. The location of the principal office shall be subject to change as may be provided in bylaws adopted by the Corporation.

#### ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the current registered office of the Corporation is 2701 N. Rocky Point Dr., Suite 650, Tampa, FL 33607, and the name of the Corporation's current registered agent at that address is Michael McBurnie. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

EXECUTED: April 22, 2003



Michael McBurnie, as President