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~~Cyber-Care~~

Direct Dial: (561) 742-5112

Direct Fax: (561) 742-5009

April 20, 2001

Via UPS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

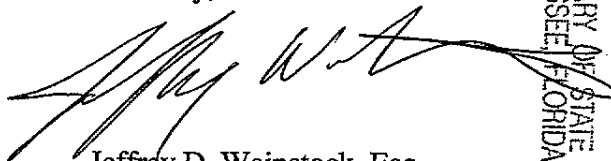
Re: Physical Therapy and Rehabilitation of Central Florida, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for filing. Enclosed is check number 1048 in the amount of \$78.75 to cover the filing fees (includes certified copy fee). Please send a file stamped copy to my attention at the address listed below.

Thank you for your prompt response to this request.

Sincerely,



Jeffrey D. Weinstock, Esq.
Assistant General Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 23 PM 12:55

FILED

JDW/smb
Enclosures

cc: Rodger L. Hochman
Dana Pusateri

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F. CHESN

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www.cyber-care.net

2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, FL 33426; 561-742-5000; Fax 561-742-5009

ARTICLES OF INCORPORATION

OF

PHYSICAL THERAPY AND REHABILITATION OF CENTRAL FLORIDA, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: **PHYSICAL THERAPY AND REHABILITATION OF CENTRAL FLORIDA, INC.**, 2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, Florida 33426.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
100,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be, 2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, Florida 33426, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **RODGER L. HOCHMAN, ESQ.**

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
DANA PUSATERI	2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, Florida 33426

ARTICLE VIII

The name and address of the incorporator is: **JEFFREY D. WEINSTOCK**, 2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, Florida 33426.

ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

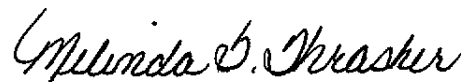
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of April, 2001.


JEFFREY D. WEINSTOCK

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 19th day of April, 2001, by JEFFREY D. WEINSTOCK, as Incorporator of PHYSICAL THERAPY AND REHABILITATION OF CENTRAL FLORIDA, INC., a Florida corporation, on behalf of the corporation. He is (personally known to me) (or has produced his drivers license) as identification.



Notary Public
State of Florida at Large
My Commission Expires:



Melinda S. Thrasher
MY COMMISSION # CC871540 EXPIRES
September 25, 2003
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That **PHYSICAL THERAPY AND REHABILITATION OF CENTRAL FLORIDA, INC.** desiring to organize under the laws of the State of Florida, has named **RODGER L. HOCHMAN** as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 19th day of April, 2001.


Registered Agent

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FILED
01 APR 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA