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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MIAMI ORTHO REHAB, INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 21 PM 12:05

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B. McKnight

MAY 21 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(3)

ARTICLES OF INCORPORATION
OF

MIAMI ORTHO REHAB, INC.

The undersigned hereby associates themselves for the purpose of organizing this corporation under the laws of the State of Florida

ARTICLE I The name of this corporation is

MIAMI ORTHO REHAB, INC.

ARTICLE II The purpose of this corporation is to engage in any lawful business permitted under the laws of Florida.

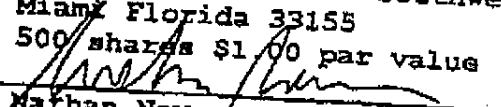
ARTICLE III The duration of this corporation is to be perpetual.

ARTICLE IV The initial Board of Directors shall consist of no members until the first meeting.

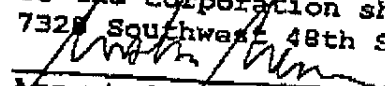
ARTICLE V The corporation shall be authorized to have issued and outstanding at any time no more than 1,000 shares of stock with a nominal or par value of \$1.00 per share.

ARTICLE VI The initial capital of the corporation shall be no less than \$500.00.

ARTICLE VII The initial Incorporator and Subscriber to these Articles of Incorporation shall be:
Nathan Newman, 7328 Southwest 48th Street,
Miami Florida 33155
500 shares \$1.00 par value


Nathan Newman

ARTICLE VIII The initial Registered Agent and Registered Office of the corporation shall be Nathan Newman,
7328 Southwest 48th Street, Miami Florida 33155


Accepted by Nathan Newman

ARTICLE IX The initial business office and principal place of business of the corporation shall be
7328 Southwest 48th Street, Miami Florida 33155

Prepared By: Nathan Newman, Esq (FB#058782)
7328 Southwest 48th Street, Miami Florida 33155

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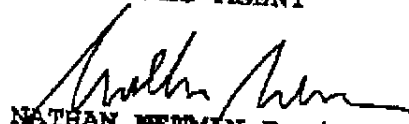
H 01000067534**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

First-That MIAMI ORTHO REHAB, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named:

NATHAN NEWMAN located at 7328 S. W. 48th Street
Miami, Florida 33155, City of Miami, County of
Miami-Dade, State of Florida as its agent to accept
service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AS 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


NATHAN NEWMAN Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA