

P 01 0000 514 19
Rosen & Reade, LLP

MITCHELL D. SCHEPPS

ADMITTED IN NY AND FL

COUNSELLORS AT LAW
PHILLIPS POINT, WEST TOWER
777 SOUTH FLAGLER DRIVE, SUITE 1102
WEST PALM BEACH, FL 33401
(561) 833-2410
FACSIMILE (561) 833-8387
e-mail: mschepps@rosenreade.com
www.rosenreade.com

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NY 10017-2049
(212) 303-9000

CONNECTICUT OFFICE
TWO GREENWICH PLAZA
SUITE 100
GREENWICH, CT 06830
(203) 358-8325

May 16, 2001

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

400004242734--0
-05/17/01--01102--010
*****70.00 *****70.00

Re: Atlantis Therapy Center, Inc., a Florida corporation

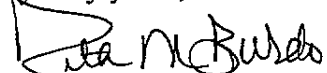
Dear Sir or Madam:

In connection with the incorporation of the above-referenced Florida corporation, enclosed please find the following:

1. Original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office;
2. Our check in the amount of \$70, representing a \$35 filing fee and \$35 registered agent fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Articles of Incorporation.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Josh K. Smith, D.C.
Smith-Josh-SOS.ltr1.wpd

F. G. MEISER

MAY 23 2001

FILED
01 MAY 17 AM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIS THERAPY CENTER, INC.,
a Florida corporation

FILED
01 MAY 17 AM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be ATLANTIS THERAPY CENTER, INC. (the "Corporation").

ARTICLE II - ADDRESS

The principal place of business and mailing address of the Corporation shall be 6110 North Ocean Boulevard, No. 29, Oceanridge, Florida 33435.

ARTICLE III - INITIAL REGISTERED AGENT AND REGISTERED ADDRESS

The name and Florida street address of the Initial Registered Agent of the Corporation are Joshua K. Smith, 6110 North Ocean Boulevard, No. 29, Oceanridge, Florida 33435.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 2,000 shares of common stock, par value \$0.01 per share.

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102
West Palm Beach, FL 33401
561-833-2410/561-833-8387 - FAX
Florida Bar No.: 0979139

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are MITCHELL D. SCHEPPS, 777 South Flagler Drive, Suite 1102W, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on May 16, 2001.


MITCHELL D. SCHEPPS, Incorporator

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102
West Palm Beach, FL 33401
561-833-2410/561-833-8387 - FAX
Florida Bar No.: 0979139

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

ATLANTIS THERAPY CENTER, INC.

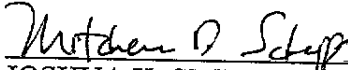
REGISTERED AGENT/OFFICE:

JOSHUA K. SMITH
6110 North Ocean Boulevard, No. 29
Oceanridge, FL 33435

Having been named as Registered Agent to accept service of process for the Corporation named above at 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.

DATED: May 16, 2001.

FILED
01 MAY 17 AM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JOSHUA K. SMITH, Registered Agent
by Mitchell D. Schepps, as Attorney-in-Fact

Smith-Josh.Atlantis Therapy Center, Inc.Articles of Incorporation.wpd

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102
West Palm Beach, FL 33401
561-833-2410/561-833-8387 - FAX
Florida Bar No.: 0979139