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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

August 7, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Pensacola Physical Medicine & Rehabilitation Group, P.A.

Gentlemen:

600004524786--7
-08/08/01--01084--006
*****78.75 *****78.75

Please find enclosed the original and one copy of the Articles of Incorporation for the referenced corporation. Both have been subscribed and acknowledged by the incorporators. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.

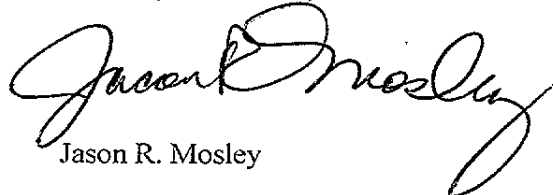
Also enclosed is a check for \$78.75 representing payment of the following items:

Filing fee	\$35.00
Certified copy of articles	\$8.75
Registered Agent Designation	\$35.00

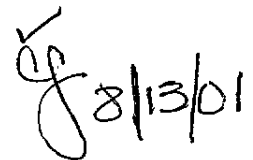
Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE


Jason R. Mosley

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PENSACOLA PHYSICAL MEDICINE & REHABILITATION GROUP, P.A.

The undersigned subscribers to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is PENSACOLA PHYSICAL MEDICINE & REHABILITATION GROUP, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 8333 N. Davis Hwy., 7th Floor West Florida Medical Tower, Pensacola, FL 32514.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 8333 N. Davis Hwy., 7th Floor West Florida Medical Tower, Pensacola, FL 32514. The name of the initial registered agent at that address is David E. LeMay, M.D..

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the members of the first board of directors are:

David E. LeMay, M.D.
4188 Lancaster Gate Dr.
Pace, FL 32571

Robert P. Jensen, M.D.
8990 N. Davis Hwy., Apt 117
Pensacola, FL 32514

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

David E. LeMay, M.D.
4188 Lancaster Gate Dr.
Pace, FL 32571

Robert P. Jensen, M.D.
8990 N. Davis Hwy., Apt 117
Pensacola, FL 32514

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

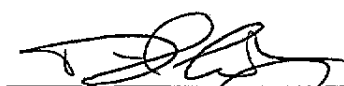
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the

provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.


ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on the 7th day of August, 2001.



David E. LeMay, M.D.

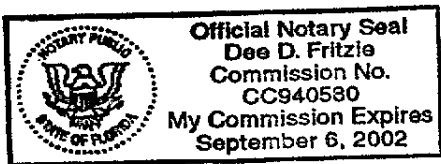



Robert P. Jensen, M.D.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me this 7th day of August, 2001, by David E. LeMay, M. D. and Robert P. Jensen, M. D. who produced Tejano Drivers License as identification.

(Seal)






Dee D. Fritzie, Notary Public
CC940580
My Commission Expires: September 6, 2002

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PENSACOLA PHYSICAL MEDICINE & REHABILITATION GROUP, P.A. at the place designated in the Articles of Incorporation, David E. LeMay, M.D. agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

Dated this 7th day of August, 2001.



David E. LeMay, M.D.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA