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August 29, 2001

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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RE: ARTICLES OF INCORPORATION
SOUTH DADE PHYSICAL THERAPY AND REHABILITATION, INC.

Dear Sir/Madam:

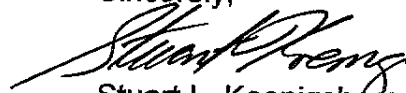
Enclosed please find the Articles of Incorporation for **SOUTH DADE PHYSICAL THERAPY AND REHABILITATION, INC.** along with a check in the amount of \$78.75 for the filing and certified copy of same.

Please return the certified copy to the following address:

6356 Manor Lane
Suite 103
South Miami, FL 33143

Thank you for your attention in this matter. Should you have any questions, please contact the undersigned.

Sincerely,


Stuart L. Koenigsberg, Esq.
Registered Agent

SLK/sp
CC: Steven M. Kerman
Enclosures

FILED
01 SEP -4 PM 12:21
TALLAHASSEE FLORIDA
DEPARTMENT OF STATE

5200
9/10/01

FILED

ARTICLES OF INCORPORATION

01 SEP -4 PM 12: 21

SOUTH DADE PHYSICAL THERAPY AND REHABILITATION, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons/corporations competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be :

SOUTH DADE PHYSICAL THERAPY AND REHABILITATION, INC.

ARTICLE II - PURPOSE

The corporation will conduct business as a physical therapy and healthcare clinic and for all lawful purposes permitted under the law.

ARTICLE III - SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 500 shares of common stock having a par value of \$1.00 (one dollar) per share.

ARTICLE IV - CAPITAL

The Amount of capital with which the corporation will begin business shall be \$500.00.

ARTICLE V - DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

1. Steven M. Kerman
14033 S.W. 91st Terrace
Miami, Florida 33196
2. David B. Brenner
10908 S.W. 75th Terrace
Miami, Florida 33173

ARTICLE VI - OFFICE

The principal office of this corporation will be:

11440 North Kendall Drive
Suite 111
Miami, Florida 33176

ARTICLE VII - REGISTERED AGENT

The registered agent for the corporation shall be STUART L. KOENIGSBERG, ESQ. and the registered office of the corporation shall be 6356 Manor Lane, Suite 103, South Miami, Florida 33143.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to the Articles of Incorporation and the amount of stock that they agree to take are as follows:

1. Steven M. Kerman
14033 S.W. 91st Terrace
Miami, Florida 33196
250 Shares

2. David B. Brenner 250 Shares
10908S.W. 75th Terrace
Miami, Florida 33173

ARTICLE IX - OFFICERS

The name and address of the initial officers of the corporation are as follows:

1. Steven M. Kerman
14033 S.W. 91st Terrace
Miami, Florida 33196
President, Treasurer, Secretary
2. David B. Brenner
10908 S.W. 75th Terrace
Miami, Florida 33173
Vice President

ARTICLE X - AMENDMENTS


The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 29th day of August, 2001.


Steven M. Kerman


David B. Brenner

OATH OF ACCEPTANCE OF REGISTERED AGENT

In compliance with sections 48.091 and 607.034, Florida Statutes, I, Stuart L. Koenigsberg, Esq. do hereby agree to accept service of process for the foregoing corporation and abide by the laws and provision of the foregoing Florida Statutes regarding same.


Stuart L. Koenigsberg, Esq.
Registered Agent


8/29/01
Date

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Stuart L. Koenigsberg, Esq., known to me to be the person who executed his signature above.

WITNESS my hand and official seal in the County and State named above, this

29 day of August, 2001.


NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:



Zulema Prieto
Commission # GC 868553
Expires Sep. 1, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
01 SEP -4 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA