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From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

PHYSICIAN'S CHOICE REHAB, INC.

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ARTICLE'S OF INCORPORATION
OF

PHYSICIAN'S CHOICE REHAB, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name and Address

The name of this corporation is PHYSICIAN'S CHOICE REHAB, INC. The mailing address of the corporation is 21907 U.S. Highway 19 North, Clearwater, Florida 33765, and the address of the corporation's principal office is 21907 U.S. Highway 19 North, Clearwater, Florida 33765.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is A. R. NEAL.

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
FL Bar No. 0469841
(727) 461-1818

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ARTICLE V - Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
A. R. Neal	911 Chestnut Street Clearwater, Florida 33756

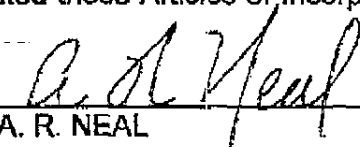
ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this ___ day of December, 2002.


A. R. NEAL

281600 v1

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PHYSICIAN'S CHOICE REHAB, INC., desiring to organize under the laws of the State of Florida, hereby designates A. R. NEAL, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


A. R. NEAL

281600 v1

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