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(City/State/Zip/Phone #)

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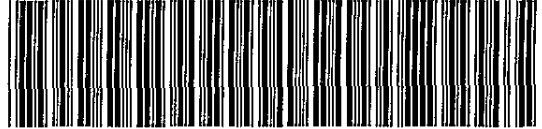
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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LAW OFFICES OF  
**ROBERT I. CLAIRE, ESQUIRE, P.A.**

ROBERT I. CLAIRE  
ATTORNEY AT LAW  
CERTIFIED PUBLIC ACCOUNTANT

1900 N.W. CORPORATE BOULEVARD  
SUITE 300W  
**BOCA RATON, FLORIDA 33431**  
TELEPHONE (561) 391-5555  
FAX (561) 995-7132

February 26, 2003

**VIA FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Articles of Incorporation/PROFESSIONAL OUTPATIENT PHYSICAL  
THERAPY ASSOCIATION, INC.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for filing fees as follows for the corporation.

Filing Fees	\$ 35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount	\$ 78.75

Your expediency in returning these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

  
Robert I. Claire, Esq.

RIC/mh  
Enclosures/check

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL OUTPATIENT PHYSICAL THERAPY ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME & PRINCIPAL ADDRESS OF BUSINESS**

The name and address of the corporation shall be:

**PROFESSIONAL OUTPATIENT PHYSICAL THERAPY ASSOCIATION, INC.**  
**6614 Las Flores Drive**  
**Boca Raton, FL 33433**

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which the corporation is organized are as follows:

- A. to render consulting services throughout Florida and the United States.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is Joseph Diaz at 6614 Las Flores Drive, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Joseph Diaz.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Directors of the corporation are as follows:

Joseph Diaz

6614 Las Flores Drive  
Boca Raton, FL 33433

Michael High

6614 Las Flores Drive  
Boca Raton, Florida 33433

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Joseph Diaz, President	6614 Las Flores Drive Boca Raton, FL 33433
Michael High, Vice President	6614 Las Flores Drive Boca Raton, Florida 33433

ARTICLE VIII  
INCORPORATORS

The name and address of each Incorporator is as follows:

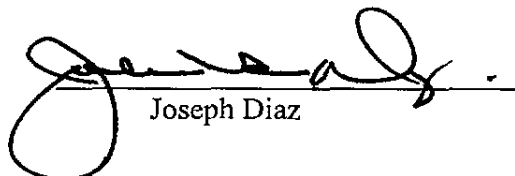
Joseph Diaz	6614 Las Flores Drive Boca Raton, FL 33433
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ARTICLE IX

AMENDMENT

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

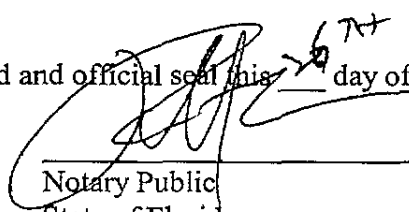
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 26 day of February, 2003.

  
Joseph Diaz

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH )

Before me, personally appeared Joseph Diaz, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26<sup>th</sup> day of February, 2003.

  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission expires:

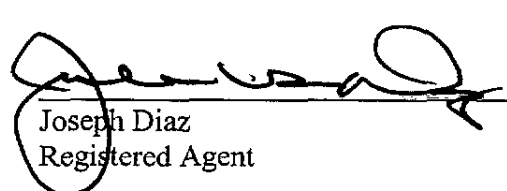


Robert Claire  
MY COMMISSION # DD010988 EXPIRES  
March 27, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of  
**PROFESSIONAL OUTPATIENT PHYSICAL THERAPY ASSOCIATION, INC.,**  
which is contained in the foregoing Articles of Incorporation.

DATED this 26 day of February, 2003.

  
\_\_\_\_\_  
Joseph Diaz  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA