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**Buchanan Ingersoll**  
ATTORNEYS

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May 27, 2004

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

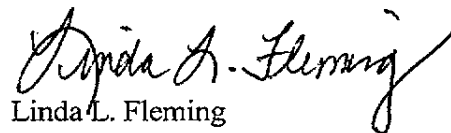
Re: Articles of Incorporation

Dear Sir or Madam:

We have enclosed an original of the Articles of Incorporation for Velocity Rehab, Inc. In addition, we have enclosed a check from this law firm in the amount of \$78.75, representing the filing fee of \$35.00, the registered agent designation fee of \$35.00 and \$8.75 for a certified copy of the Articles of Incorporation.

If you have any questions or would like to discuss this matter further, please contact me at this address or call me at (813) 222-8199. Thank you for your assistance.

Sincerely,

  
Linda L. Fleming

Enclosures

cc: Mr. James N. Hough (w/enclosures)  
James J. Kennedy, III, Esq. (w/enclosures)

**ARTICLES OF INCORPORATION  
OF  
VELOCITY REHAB, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation shall be Velocity Rehab, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 1301 Grasslands Boulevard, Lakeland, Florida 33803 in Polk County, and the mailing address shall be the same.

**ARTICLE II. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

**ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Linda L. Fleming, Esquire.

**ARTICLE IV. INCORPORATOR**

The name of the incorporator signing these Articles of Incorporation is Linda L. Fleming, Esq., and her address is c/o Buchanan Ingersoll PC, 401 East Jackson Street, Suite 2500, Tampa, Florida 33602.

**ARTICLE V. NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) Director with the exact number to be determined from time to time in accordance with the Bylaws of the Corporation. The Board of Directors shall have one (1) Director initially.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The names and street addresses of the initial Director of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected, is as follows:

James N. Hough  
1301 Grasslands Boulevard  
Lakeland, Florida 33803

**ARTICLE VII. AMENDMENT**

These Articles of Incorporation may be amended, modified, repealed, restated, or replaced only as set forth in the Bylaws of the Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 27th day of May, 2004.

  
Linda L. Fleming, Incorporator

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 27, 2004

  
Linda L. Fleming, Registered Agent

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