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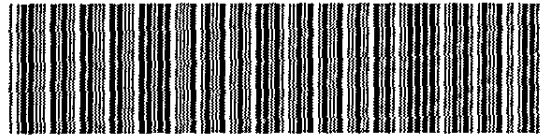
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7/21



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 21, 2004

BRENT D. KLEIN  
PENTHOUSE II B  
TWO ALHAMBRA PLAZA  
CORAL GABLES, FL 33134

SUBJECT: PHYSICAL THERAPY ASSOCIATES, INC.  
Ref. Number: W04000027948

We have received your document for PHYSICAL THERAPY ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 404A00046165

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

PENTHOUSE II B  
TWO ALHAMBRA PLAZA  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711  
TELECOPIER (305) 446-5523

July 26, 2004

*Federal Express*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Physical Therapy Associates, Inc.  
Reference Number: W04000027948

Gentlemen:

Enclosed are the following:

1. Your letter number 404A00046165 dated July 21, 2004.
2. Two (2) original copies of Articles of Incorporation for Physical Therapy Associates of Miami, Inc.

Please file the enclosed Articles of Incorporation effective as of July 20, 2004, and forward a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

BDK/ib  
Enclosures

ARTICLES OF INCORPORATION

OF

PHYSICAL THERAPY ASSOCIATES OF MIAMI, INC.

FILED  
04 JUL 20 AM 8:47  
CLERK OF DISTRICT COURT  
MIAMI

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

ARTICLE I

NAME

The name of the corporation is Physical Therapy Associates of Miami, Inc. and its address is c/o Spencer and Klein, P.A., Penthouse IIB, Two Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV**

##### **AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 5000 shares, with a par value of \$1.00 per share.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Penthouse IIB, Two Alhambra Plaza, Coral Gables, Florida 33134 and the name of its initial registered agent at such address is Brent D. Klein.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Brent D. Klein  
Penthouse IIB  
Two Alhambra Plaza  
Coral Gables, Florida 33134

#### **ARTICLE VII**

##### **INCORPORATOR**

The name and address of the incorporator are:

Brent D. Klein  
Penthouse IIB  
Two Alhambra Plaza  
Coral Gables, Florida 33134

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

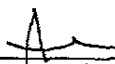
Executed by the undersigned on the 19th day of July, 2004.

  
\_\_\_\_\_  
Brent D. Klein

FILED  
04 JUL 20 AM 8:47  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brent D. Klein  
Registered Agent