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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

01133.32245

FLORIDA PROFIT CORPORATION OR P.A.

ORTHOPEDIC HEALTH AND REHABILITATION CENTER, P.A.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 1, 2004

CORPDIRECT AGENTS, INC.

SUBJECT: ORTHOPEDIC HEALTH AND REHABILITATION CENTER, P.A.
REF: W04000043627

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

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**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE11-26-04

ORTHOPEDIC HEALTH AND REHABILITATION CENTER, P.A.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

FIRST ARTICLE - NAME

The name of the corporation is: **ORTHOPEDIC HEALTH AND REHABILITATION CENTER, P.A.** (the "Corporation").

SECOND ARTICLE - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is:

2601 S.W. 37 Avenue
Suite 607
Miami, FL 33133

THIRD ARTICLE- NATURE OF CORPORATE BUSINESS

The Corporation, through its officers and employees, shall be authorized to engage in the provision of services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such medical services through the Corporation's officers and employees; and to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other investments within the meaning of Florida Statutes Section 621.08 of the Florida Professional Service Corporation Act. This corporation shall not be authorized to engage in any business other than the provision of medical services.

The Corporation is intended to be a professional service corporation within the meaning of the Florida Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

FOURTH ARTICLE- NUMBER OF AUTHORIZED SHARE OF STOCK

The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$.01 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIFTH ARTICLE - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial registered agent street address of the initial registered office is:

Corp Direct Agents, Inc.
103 North Meridian Street
Tallahassee, FL 32301

SIXTH ARTICLE - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of the Corporation is:

David J. Winker
999 Ponce de Leon Blvd.
Penthouse 1110
Coral Gables, FL 33134

SEVENTH ARTICLE - NUMBER OF DIRECTORS

The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

EIGHTH ARTICLE - NAME

The name of the initial director who shall hold office until the earlier of his resignation, removal or replacement is:

Denis Zaslow, D.O.

NINTH ARTICLE - PURPOSE OF CORPORATION

The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

TENTH ARTICLE - INTENT TO BE A CORPORATION

The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

ELEVENTH ARTICLE - DATE OF CORPORATE EXISTENCE

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The corporate existence of the Corporation shall commence on November 26, 2004.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of December, 2004.



David J. Winker
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FORGOING CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 1st DAY OF DECEMBER, 2004.


Corp Direct Agents, Inc.

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