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Division of Corporations

SANCHEZ MEDINA AND A

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Florida Department of State  
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From:  
Account Name : SANCHEZ-MEDINA & ASSOCIATES, P.A.  
Account Number : I20030000135  
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PINECREST PHYSICAL THERAPY, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PINECREST PHYSICAL THERAPY, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I. Corporate Name.

The name of this Corporation is:

PINECREST PHYSICAL THERAPY, INC.

Article II. Mailing Address of Corporation.

The mailing address of this Corporation is 9541 S. Dixie Highway, Miami, Florida 33156.

Article III. Capital Stock.

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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Article IV. Term of Existence.

This Corporation shall have perpetual existence.

Article V. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be Roland Sanchez-Medina Jr. and the street address of the initial registered office of this Corporation in the State of Florida is 2333 Ponce de Leon Boulevard, Suite 302, Coral Gables, Florida 33134

Article VI. Board of Directors.

This Corporation shall have no directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws.

Article VII. Incorporator.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Roland Sanchez-Medina Jr., 2333 Ponce de Leon Boulevard, Suite 302, Coral Gables, Florida 33134

Article VIII. Amendment.

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.


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**Article IX. Indemnification.**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 16th day of February, 2005.

  
\_\_\_\_\_  
Roland Sanchez-Medina, Jr., Incorporator

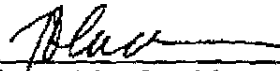
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of **PINECREST PHYSICAL THERAPY, INC.** in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

Dated: February 16, 2005

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