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To:

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From:

Account Name : FOWLER WHITE BOGGS BANKER - JACKSONVILLE  
Account Number : 120040000146  
Phone : (904)598-3100  
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05 APR 13 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Focus Physical Therapy, Inc.**

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ARTICLES OF INCORPORATION  
OF  
FOCUS PHYSICAL THERAPY, INC.

ARTICLE I.

NAME

The name of this corporation is Focus Physical Therapy, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The street address of the principal office of this corporation is c/o Fowler White Boggs Banker P.A., 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202, and the initial mailing address of this corporation is 4301 Baltic Street, Jacksonville, Florida 32210.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$.01 per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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## ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Fowler White Boggs Banker P.A., Attention: Bethany V. Crawley, 50 North Laura Street, Suite 2200 Jacksonville, Florida 32202. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAMEADDRESS

Scott E. Crawley

4301 Baltic Street  
Jacksonville, Florida 32210

## ARTICLE VII.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

## ARTICLE VIII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to

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these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, ~~on behalf and in the name of the incorporator,~~  
~~its authorized agent,~~ has hereunto set his hand and affixed his seal this 13th day of April, 2005.

By

  
Scott E. Crawley  
Incorporator

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
FOCUS PHYSICAL THERAPY, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Focus Physical Therapy, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the designated Registered Agent as its authorized representative, has hereunto set her hand and seal in Jacksonville, Duval County, Florida, on this 13th day of April, 2005.

Fowler White Boggs Banker P.A.

By

  
Bethany V. Crawley  
Its Authorized AgentSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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