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SMITH & SMITH
ATTORNEYS AT LAW

CITRUS FINANCIAL CENTER, SUITE 301
1717 INDIAN RIVER BOULEVARD
VERO BEACH, FLORIDA 32960

SHERMAN N. SMITH, JR. (1914-1998)
SHERMAN N. SMITH, III
ANTHONY T. GOLDEN

May 4, 1999

FILED
99 MAY -6 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE 561-562-4351
FACSIMILE 561-567-4298

Department of State
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Prestige Physical Therapy, Inc.
Dissolution

100002865681--6
-05/06/99-01093-001
*****35.00 *****35.00

Dear Madam or Sir:

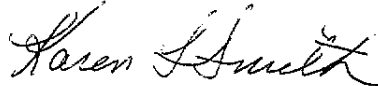
Enclosed please find an original and one copy of the following:

1. Articles of Dissolution;
2. Joint Written Consent in Lieu of a Special Meeting of the Board of Directors and Shareholders of Prestige Physical Therapy Inc.;
3. A check in the amount of \$35.00 which represents the filing fee of \$35.00; and
4. Postage paid envelope.

Please record the Articles and return the certified copy to my attention in the enclosed postage paid envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Karen L. Smith
Legal Assistant

Enclosures

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VOID DIS/
INACTIVE
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**ARTICLES OF DISSOLUTION
OF
PRESTIGE PHYSICAL THERAPY, INC.**

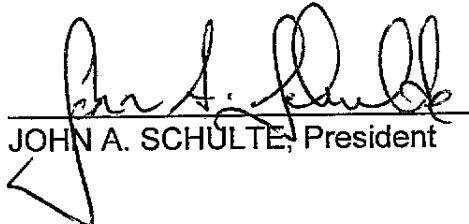
Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is Prestige Physical Therapy, Inc.

SECOND: Dissolution of the Corporation was authorized on Dec 29
1998.

THIRD: The number of votes cast by the shareholders for dissolution was sufficient for approval.

Signed this 29 day of Dec, 1998.


JOHN A. SCHULTE, President

FILED
99 MAY - 6 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JOINT WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS OF
PRESTIGE PHYSICAL THERAPY, INC.,**

The undersigned, being all of the members of the Board of Directors and all of the shareholders of PRESTIGE PHYSICAL THERAPY, INC., a Florida corporation (the "Corporation"), hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, all pursuant to the provisions of Florida Statutes § 607.1402, 607.0821 and 607.0704:

RESOLVED, that the Corporation hereby adopts the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A" and authorizes and directs the appropriate officers of the Corporation to take all steps necessary and appropriate to carry out said dissolution.

Dated: December 29, 1998.





JOHN A. SCHULTE, Shareholder/Director



ALISON S. SCHULTE, Shareholder/Director

AFFIX CORPORATE SEAL:

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

This Plan of Complete Liquidation and Dissolution (the "Plan") of PRESTIGE PHYSICAL THERAPY, INC., a Florida corporation (the "Corporation"), is intended to effectuate the liquidation (including making adequate provisions for the liabilities of the Corporation) and dissolution of the Corporation.

1. Approval of Plan. This Plan shall be effective upon receiving the recommendation and approval by the Board of Directors and the consent of the shareholders of the Corporation.
2. Execution of the Plan. Upon the Plan being approved and consented to pursuant to paragraph 1, the Corporation shall be deemed to:
 - (a) Tax Related Documents. Authorize and direct its officers to execute and file all forms, certificates, papers and any other documents as may be required by local, state and/or federal tax agencies before the Corporation may be dissolved.
 - (b) Liquidation. Authorize and direct its officers to sell, exchange or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Corporation exclusive of any assets to be distributed in kind, pro rata, to the shareholders of the Corporation. The liquidation of assets pursuant to this paragraph shall be consummated as expeditiously as practicable.
 - (c) Provision for Obligation. Authorize and direct its officers to pay or make provision for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities. The officers shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.
 - (d) Distribution of Assets. Authorize and direct its officers to make pro rata distributions to the shareholders of the assets of the Corporation either in kind or the proceeds resulting from the sale or other disposition of its assets, and/or rights in complete cancellation or redemption of all outstanding stock of the Corporation. Such distributions are to be made only from such assets, properties and/or rights of the Corporation as remain after provision has been made to pay all of the liabilities of the Corporation, including any reserve established to meet contingent liabilities.

- (e) Withdrawal from Other Jurisdictions. Authorize and direct officers to withdraw the Corporation from all jurisdictions in which it is qualified to do business.
- 3. Authorization of All Necessary Acts. The directors and officers of the Corporation are further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purpose of carrying out this Plan and effecting the complete liquidation of the Corporation's assets, winding up its business and affairs and effecting its dissolution.