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STEVEN WARM
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MEMBER OF
FL AND NJ BAR

March 27, 1995

State Of Florida
Department Of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

FILED
95 MAR 30 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Re: Integrated Physical Therapy Of The Palm Beaches, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above for-profit Incorporation. Please file the original in your offices, certify and return to us one certified copy as well as send us a facsimile copy of the filed document.

We are enclosing our check in the amount of \$ 122.50 covering:

\$ 35.00 filing fee
\$ 35.00 registered agent fee
\$ 52.50 certified copy

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****122.50 ****122.50

Sincerely,


STEVEN WARM, ESQUIRE
SW:sh

Enclosures

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ARTICLES OF INCORPORATION
OF
INTEGRATED PHYSICAL THERAPY
OF THE PALM BEACHES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is INTEGRATED PHYSICAL THERAPY OF THE
PALM BEACHES, INC.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence commencing
on the effective date of the filing of these Articles with the
Department of State.

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be incor-
porated under Chapter 607, Florida Statutes, as same now exists
or as it may hereafter be amended.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of
(\$ 0.01) par value common stock which shall be designated as
"Common Shares".

ARTICLE FIVE
PREEMPTIVE RIGHT

Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida, 33431 and the initial registered agent of this corporation at that address is STEVEN WARM, ESQUIRE. The corporation's principal business address shall be 123 Santa Lucia Drive, West Palm Beach, Florida 33405.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are as follows:

KEVIN R. KUNKEL
123 Santa Lucia Drive
West Palm Beach, Florida 33405

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator signing these articles is

STEVEN WARM, ESQUIRE	Boca Corporate Center
	2101 Corporate Boulevard
	Suite 215
	Boca Raton, Florida 33431

The Incorporator, STEVEN WARM, ESQUIRE, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

ARTICLE NINE

INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE TEN

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

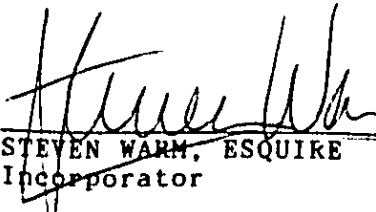
amendment hereto, by a majority vote of the Board of Directors,
and any right conferred upon the shareholders is subject to this
reservation.

ARTICLE ELEVEN

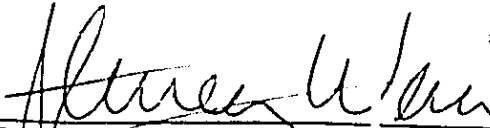
EFFECTIVE DATE

It is intended that these Articles shall be submitted for
recording forthwith and, pursuant to law, shall be deemed effec-
tive as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 23rd day of
March, 1951.


STEVEN WARM, ESQUIRE
Incorporator

I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE WITHIN
CORPORATION.


STEVEN WARM, REGISTERED AGENT

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