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Bruce A. McDonald

May 19, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

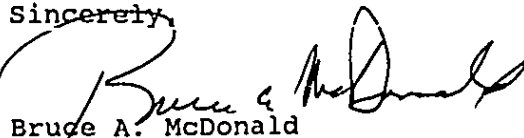
RE: West Florida Therapy Center, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation of West Florida Therapy Center, Inc. and Acceptance of Appointment of Registered Agent. Also, please find a check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,


Bruce A. McDonald

BAM/jbw
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

WEST FLORIDA THERAPY CENTER, INC.

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is West Florida Therapy Center, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 600 University Office Blvd., Ste. 8A, Pensacola, Florida. The mailing address of the corporation is 600 University Office Blvd., Ste 8A, Pensacola, Florida 32504.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of

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\$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 600 University Office Blvd., Ste. 8A, Pensacola, Florida 32504, and the name of this corporation's initial registered agent is Francene Popiel.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose name and address is:

Francene E. Popiel
6330 Helms Road
Pensacola, FL 32526

Victoria Pence
9850 Hillview Road
Pensacola, FL 32514

ARTICLE IX

INCORPORATOR(S)

The name and address of the incorporators are Francene E.

Popiel at 6330 Helms Road, Pensacola, Florida 32526 and Victoria Pence at 9850 Hillview Road, Pensacola, Florida 32514.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19th day of May, 1995.

Francene E. Popiel
FRANCENE E. POPIEL, Incorporator

Victoria A. Pence
VICTORIA PENCE, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, FRANCENE E. POPIEL, hereby accept the appointment as Registered Agent for WEST FLORIDA THERAPY CENTER, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19th day of May, 1995.



FRANCENE E. POPIEL

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