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JUPITER LAW CENTER

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Attorneys At Law

RICHARD P. GUMSON •
ADAM S. GUMSON

• also admitted to New York Bar

June 28, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: FLORIDA INSTITUTE OF REHABILITATION
& SPORTS TRAINING, INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation together with Consent from Florida Institute of Rehabilitation, Inc., relative to the above corporation.

Kindly file the original and return the copy along with your customary receipt.

My check, in the amount of \$70.00, is also enclosed in payment of your fees.

Thank you for your anticipated courtesies and prompt attention to this matter.

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-07/03/95--01045--005
*****70.00 *****70.00

Very truly yours,

JUPITER LAW CENTER

Richard P. Gumson

RPG:sa
Encs.

3. HENDRICKS JUL 10 1995

June 9, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: FLORIDA INSTITUTE OF REHABILITATION

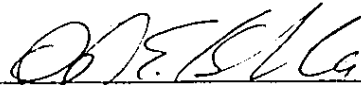
Gentlemen:

The undersigned hereby consents to the use of the name
"FLORIDA INSTITUTE OF REHABILITATION" by Florida Institute of
Rehabilitation & Sports Training, Inc.

Very truly yours,

FLORIDA INSTITUTE OF
REHABILITATION, INC.

By:


David Kashuba, Pres.

ARTICLES OF INCORPORATION
OF
*FLORIDA INSTITUTE OF REHABILITATION
& SPORTS TRAINING, INC.*

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

*FLORIDA INSTITUTE OF REHABILITATION
& SPORTS TRAINING, INC.*

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII
REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is: RICHARD P. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance: _____

RICHARD P. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until her successors are elected and shall qualify are:

NAME

DAVID KASHUBA

ADDRESS

13355 William Meyers Court
Palm Beach Gardens, FL 33410

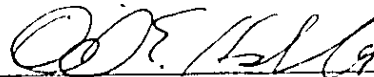
ARTICLE X

The name and address of the Incorporator is:

NAME
DAVID KASHUBA

ADDRESS
13355 William Meyers Court
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on this 27th day of
June, 1995.



DAVID KASHUBA

STATE OF FLORIDA) SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me
this 27th day of June, 1995, by DAVID KASHUBA, who is
personally known to me or who has produced a Drivers License
as identification, and who did not take an oath.



NOTARY PUBLIC - State of Florida



Richard P. Gorman
My Commission Expires 02/12/99
Commission No. CC436727

NOTARY'S NAME PRINTED, STAMPED OR TYPED