

FILED
95 AUG 22 AM 11:34
FBI - ALBUQUERQUE

ARTICLES OF INCORPORATION

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ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:

PHYSICAL THERAPY AND REHABILITATION MANAGEMENT, INC.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF THE FILING OF THESE ARTICLES WITH THE DEPARTMENT OF STATE.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS AS: PHYSICAL THERAPY

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF \$1.00 PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED COMMON SHARES.

ARTICLE - V - PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER UPON THE SALES OF CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE.

ARTICLE VI - INITIAL REG. OFF. & AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7101 WEST MC NAB RD SUITE 103, TAMARAC, FL. 33321 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS BRUCE S. BUTLER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE (1) DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION ARE:

NAME:

ADDRESS:

HAMID SALEHI

8801 JOHNSON STREET
PEMBROKE PINES, FL.

ARTICLE VIII - INCORPORATORS

THE NAME AND THE ADDRESS OF EACH PERSON SIGNING THESE ARTICLES IS:

HAMID SALEHI

8801 JOHNSON STREET
PEMBROKE PINES. FL. 33024

ARTICLE IX - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENIMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 10 DAY OF AUGUST 1995.

SUBSCRIBER

SUBSCRIBER

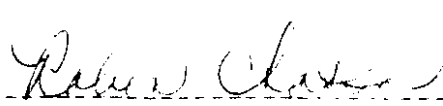
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

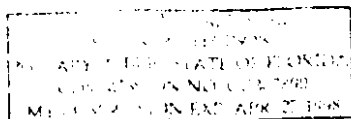
HAMID SALEHI

BE AND KNOWN BY ME THE PERSONS WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY ON THI 10 DAY OF AUGUST, 1995.



NOTARY PUBLIC



55 AUG 22 4411:34

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST - THAT (NAME OF CORPORATION) *MGMP, INC.*
PHYSICAL AND REHABILITATION *MGMP, INC.* AT 8801
JOHNSON STREET, PEMBROKE PINES, FL. 33024

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT:
PEMBROKE PINES, FLORIDA

STATE OF FLORIDA HAS NAMED BRUCE S. BUTLER (REGISTERED
AGENT) LOCATED AT 7101 WEST MC NAB RD #103, TAMARAC, FL.
33321, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: *B. S. Butler*
CORPORATE OFFICER

TITLE: PRESIDENT
DATE: AUG 10, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.

SIGNATURE: *B. S. Butler*
REGISTERED AGENT

DATE: AUG. 10, 1995