(SAMPLE LETTER OF TRANSMITTAL)

P95000065364

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Southern Diagnostic & Rehab, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of $122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Dean A. Spirelli
(individual's name)

Southern Diagnostic & Rehab
(name of corporation)

MAILING ADDRESS OF CORPORATION

4974 W. Atlantic Blvd.

Margate, FL 33063

dl 8/23/95

PHONE

(305) 972-2255
Area Code Number Ext.

Seminole Form 215: Trans. Letter (7-90)

ARTICLES OF INCORPORATION

of

Southern Diagnostic and Rehab, Inc.
(Name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation hereby associate(s) for the purpose of forming a corporation under the laws of the State of Florida.

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ARTICLE I - CORPORATE NAME

The name of the corporation is

Southern Diagnostic and Rehab, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of Common Stock

Dollar(s) ($ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing adress of the corporation is

NAME Southern Diagnostic and Rehab, Inc.
ADDRESS 4974 W. Atlantic Blvd.
CITY Margate FLORIDA ZIP 33063

The name and street address of the Initial Registered Agent of this Corporation is

NAME Dean A. Spirelli
ADDRESS 18237 Clearbrook Circle
CITY Boca Raton, FLORIDA ZIP 33498

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Dean A. Spirelli
ADDRESS 18237 Clearbrook Circle
CITY Boca Raton STATE Florida ZIP 33498

NAME Melvin L. Vidro
ADDRESS 6587 Via Regina
CITY Boca Raton STATE Florida ZIP 33433

NAME
ADDRESS
CITY STATE ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dean A. Spirelli		
ADDRESS	17237 Clearbrook Circle		
CITY	Boca Raton	STATE Florida	ZIP 33498
NAME	Melvin L. Vidro		
ADDRESS	6587 Via Regina		
CITY	Boca Raton	STATE Florida	ZIP 33433
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16th day of August, 19 95.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
SS
COUNTY OF Broward)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Signature

Dean A. Spirelli

Signature

Melvin L. Vidro

Signature

Form of Identification

Form of Identification

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY PUBLIC STATE SEAL

MELANIE T. LETTELIER
MY COMMISSION # CC 197611
EXPIRES April 28, 1996
Bonded Thru Notary Public Underwriters

Witness my hand and official seal in the County and State last aforesaid this ..... day of ..... 19.....

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

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Southern Diagnostic and Rehab, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 18237 Clearbrook Circle

Boca Raton, Fl. 33498

has named Dean A. Spirelli

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(registered agent)