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2601 S. BAYSHORE DRIVE
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SUBJECT: THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS
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September 12, 1995

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FROM: *Justin T. Wilson (305) 860-7098*

FAX NO. (305) 858-4777

COMMENTS: *Please file Articles of Incorporation*

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ARTICLES OF INCORPORATION
OF

THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1627 Highway U.S. 1, Suite 2B, Sebastian, Florida 32958.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the registered agent at that address is: A Z Registered Agent Corporation.
- FIFTH:** The name and address of the incorporator of the Corporation is: Stephen H. Siegel, Esq., Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Jim F. Ekbatani
1766 20th Avenue
Vero Beach, Florida 32960

David E. Kashuba
1627 Highway U.S. 1
Suite 2B
Sebastian, Florida 32958

H95000010117

Stephen H. Siegel
Florida Bar Number 856045
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

H95000010117

Martha Musino
7220 N.W. 36th Street
Suite 407
Miami, Florida 33166

Jose Otano, Sr.
7220 N.W. 36th Street
Suite 407
Miami, Florida 33166

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1995.


Stephen H. Siegel, Esq., Incorporator

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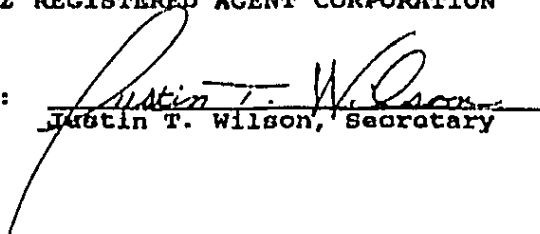
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent of
THE FLORIDA INSTITUTE OF REHABILITATION AND SPORTS THERAPY, INC.
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0505
of the Florida Business Corporation Act.

A Z REGISTERED AGENT CORPORATION

By:


Justin T. Wilson, Secretary

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TALLAHASSEE, FLORIDA

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