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THOMAS J. SIRECI, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW

422 EATON STREET

KEY WEST, FLORIDA 33040

THOMAS J. SIRECI, JR.

TELEPHONE (305) 884-8241
FAX (305) 886-0160

September 13, 1995

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

RE: Physical Therapy Associates of The
Florida Keys, Inc.

Dear Sir/Madame:

I'm enclosing herewith two duly executed copies of the Articles of Incorporation of PHYSICAL THERAPY ASSOCIATES OF THE FLORIDA KEYS, INC., Florida Corporation, and a check in the amount of \$70.00 to cover the cost of filing and a copy of the articles to be returned to my office.

Thank you for your attention to this matter.

Sincerely,


THOMAS J. SIRECI, JR.

TJS/djw

Enclosures

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*****70.00 *****70.00

DMC
9-18-95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHYSICAL THERAPY ASSOCIATES OF THE FLORIDA KEYS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: PHYSICAL THERAPY ASSOCIATES OF THE FLORIDA KEYS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3134 Northside Dr., Suite 101, Key West, Florida 33040.

ARTICLES III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value.

ARTICLES IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

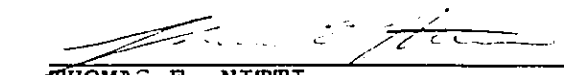
Thomas E. Nitti
164 Cutthroat Drive
Cudjoe Key, FL 33042

ARTICLES V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas E. Nitti
164 Cutthroat Drive
Cudjoe Key, FL 33042

The undersigned has executed these Articles of Incorporation this 13th day of September, 1995.


THOMAS E. NITTI
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PHYSICAL THERAPY ASSOCIATES OF THE FLORIDA KEYS, INC.
2. The name and address of the registered agent and office is:


Thomas E. Nitti
164 Cutthroat Drive
Cudjoe Key, FL 33042


THOMAS E. NITTI

TITLE: Incorporator

DATE: September 13, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


THOMAS E. NITTI

DATED: September 13, 1995