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CAMPBELL AND KARLIK, P. A.
ATTORNEYS AT LAW
3430 NORTHLAKE BOULEVARD
SUITE 200
PALM BEACH GARDENS, FLORIDA 33403
TELEPHONE: (407) 625-5220

CARL L. CAMPBELL
DIANE L. KARLIK

October 10, 1996

TELEFAX
(407) 625-5201

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

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****122.50 ****122.50

IN RE: Northwood Physical Therapy, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 to cover the costs for filing same.

Please forward the certified copy of the Articles of Incorporation to me at the above address.

Very truly yours,


Diane L. Karlik

DLK/jsb

Enclosures

FILED
96 OCT 15 AM 6:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 OCT 15 AM 6:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTHWOOD PHYSICAL THERAPY, INC.

The undersigned, TIMOTHY J. PACHIS, acting as the incorporator of a corporation adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be NORTHWOOD PHYSICAL THERAPY, INC. The principal place of business of this corporation shall be 2790 North Military Trail, Suite 4, West Palm Beach, Florida 33409.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Florida Department of State.

ARTICLE III

This corporation is organized for the purpose of providing rehabilitative and physical therapy services and related services and any activities or transacting any lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

This corporation is authorized to issue 100,000 shares of common stock with no par value.

ARTICLE V

This corporation shall have one (1) Director constituting the initial Board of Directors. The name and address of the initial Director of the corporation is:

TIMOTHY J. PACHIS
2790 North Military Trail, Suite 4
West Palm Beach, FL 33409

ARTICLE VI

The name and address of the initial agent for the

Corporation is DIANE L. KARLIK, Attorney at Law, Campbell and Karlik, P.A., 3450 Northlake Boulevard, Suite 200, Palm Beach Gardens, Florida 33403.

ARTICLE VII

The name and address of the incorporator is:

TIMOTHY J. PACHIS
2790 North Military Trail, Suite 4
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of October, 1996.


TIMOTHY J. PACHIS

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of October, 1996, by TIMOTHY J. PACHIS. He produced (personally known to me), as identification and he did take an oath.


PRINT NAME: JULIA S. BALBONI

Notary Public, State of Florida

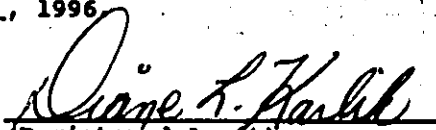
My Commission Expires:

JULIA S. BALBONI
Notary Public, State of Florida
My Commission Expires Nov. 8, 1997
Commission No. CC 328017

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as the registered agent and to accept service of process for NORTHWOOD PHYSICAL THERAPY, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of law of the State of Florida relative to keeping open said office, and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is affixed hereto at Palm Beach Gardens, Florida, this 9th day of October, 1996.

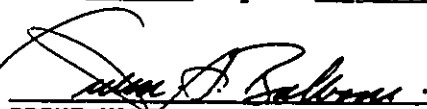

(Registered Agent)

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared DIANE L. KARLIK, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed such instrument. She is personally known to me and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of October, 1996.


PRINT NAME: JULIA S. BALBONI
Notary Public, State of Florida at Large

My Commission Expires:

JULIA S. BALBONI
Notary Public, State of Florida
My Commission Expires Nov. 8, 1997
Commission No. CC 328017

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