

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC -5 PM 2:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC - 5 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY APP

WALK-IN
 Will Pick Up 125 1100

RE: Hospital Therapy
Service of Mississippi,
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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96 DEC -5 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOSPITAL THERAPY SERVICE OF MISSISSIPPI, INC.

I, RONALD S. NORTHUP, the undersigned subscriber of these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is HOSPITAL THERAPY SERVICE OF MISSISSIPPI, INC.

ARTICLE II

A. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The general nature of the business to be transacted by this corporation is:

To provide Respiratory Therapy for nursing homes in Mississippi.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each having the par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting, except that stock issued pursuant to the provisions of Internal Revenue Code 1244 shall be issued only for money or other property (other than stock or securities).

ARTICLE IV

The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$ 1,000.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is to be at 2201 Cantu Court, Suite 100, Sarasota, Florida 34232. The Board of Directors, stockholder or stockholders may from time to time designate such other street address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

This corporation initially will have three (3) directors. The corporation's Board of Directors are as follows:

Ronald S. Northup, Richard Park and Robin Park.

The corporation's initial officers shall be as follows:

CEO - Ronald S. Northup.
President - Richard Park.
Vice President - Robin Park.
Secretary - Richard Park.
Treasurer - Ronald S. Northup.

ARTICLE VIII

The name and street address of the subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald S. Northup	2201 Cantu Court, Suite 100 Sarasota, FL 34232

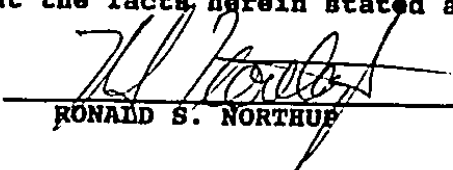
ARTICLE IX

Pursuant to 607.164(h), Florida Statutes, the street address of the initial registered office of the Registered Agent is: 2201 Cantu Court, Suite 100, Sarasota, FL 34232. The undersigned name, Ronald S. Northup, at the above address, as its Registered Agent to accept service of process within the State, and such person having been so named to accept said service, hereby agrees to act in said capacity.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 3rd day of Dec, 1996, for the purpose of organizing and incorporating this corporation to do business both within and without the State of Florida, in pursuance of the Corporation Law of the State of Florida, to make and file in the office of the Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.



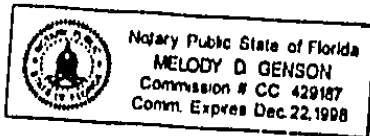
RONALD S. NORTHUP

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared RONALD S. NORTHUP, to me well known and known to me to be the individual described in or who has produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above-named this 3rd day of Dec, 1996.




(SEAL)

Melody D. Genson
Notary Public
MELODY D. GENSON
2201 CANTU COURT, SUITE 100
SARASOTA, FLORIDA 34232
My Commission No.: CC 429187
My Commission Expires: 12/22/98

DESIGNATION OF REGISTERED AGENT

FILED
96 DEC -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.164(h), Florida Statutes, undersigned has been named as Registered Agent of HOSPITAL THERAPY SERVICES OF MISSISSIPPI, INC., to accept service of process within the State, and, having been so named to accept service, hereby agrees to act in said capacity. The address of the Registered Agent is: 2201 Cantu Court, Suite 100, Sarasota, Florida, 34232.



RONALD S. NORTHUP

STATE OF FLORIDA


COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared RONALD S. NORTHUP, to me well known and known to me to be the individual described in and who executed the foregoing Designation of Registered Agent, or who has produced _____ as identification and acknowledged before that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the County and State above-named this 3rd day of Dec, 1996.



(SEAL)



Notary Public
MELODY D. GENSON
2201 CANTU COURT, SUITE 100
SARASOTA, FLORIDA 34232
My Commission No.: CC-429187
My Commission Expires: 12/22/98