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FILSON & PENGE, P.A.
ATTORNEYS AT LAW

Richard A. Filson
Susan Penge Filson

December 31, 1996

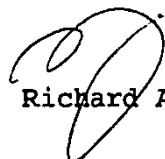
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ADVANCED SPORTS MEDICINE & REHAB CENTER, ^{P.A.}~~INC.~~

Enclosed please find the original Articles of Incorporation of Advanced Sport Medicine & Rehab Center, Inc., together with a copy of the same, and a check in the amount of \$122.50 for filing the corporation.

Please file the enclosed document and return a certified copy to this office. Thank you.

Sincerely,



Richard A. Filson

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****122.50 ****122.50

RAF/jtl
Enclosures

*Joan gave auth by
phone to change the
suffix to P.A. 1-14-97*

*Dme
1.9.97*

*Called 1-9-97
Chapter 607 w 621*

FILED
97 JAN -3 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANCED SPORTS MEDICINE & REHAB CENTER, P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is: ADVANCED SPORTS MEDICINE & REHAB CENTER, P.A.

ARTICLE II - DURATION

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

ARTICLE III - NATURE OF BUSINESS

The Corporation is authorized to provide physical therapy, and to transact any and all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR AND NO/100 (\$1.00) par value common stock which shall be designated as "Common Share".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI - ADDRESS

The initial principal place of business of this corporation in the State of Florida is: 2828 South Tamiami Trail, Sarasota,

Florida 34239. The Corporation may from time to time move the principal office to any other address in Florida.

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is:

RICHARD A. FILSON, ESQUIRE
2727 South Tamiami Trail, Suite 2
Sarasota, Florida 34239

ARTICLE VIII - DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws, adopted by the shareholders. The name and address of the initial Director is::

WILLIAM E. McCOMB, 2828 South Tamiami Trail, Sarasota, Florida 34239

ARTICLE IX - INCORPORATOR

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

WILLIAM E. McCOMB, 2828 South Tamiami Trail, Sarasota, Florida 34239

ARTICLE X - OFFICERS

The Corporation shall have a President, Secretary and Treasurer who shall be elected by the shareholder together with such other officers and assistant officers as may be deemed necessary and are eligible. The names and post offices addresses of the initial officers are:

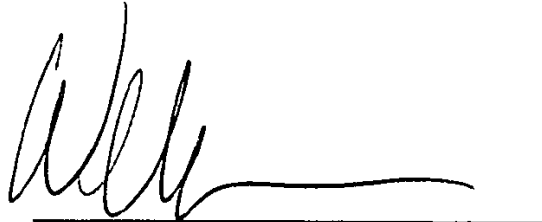
WILLIAM E. McCOMB, 2828 South Tamiami Trail, Sarasota, Florida 34239 - President, Secretary and Treasurer.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any

former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned has placed his hand and seal at Sarasota, Florida this 30th day of December, 1996.


WILLIAM E. McCOMB

STATE OF FLORIDA)
) SS
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared WILLIAM E. McCOMB, who is personally known to me and known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of December, 1996.


Signature of Notary Public
Printed name of Notary:
Commission expiration:
Commission number:



OFFICIAL SEAL
JOAN T. LEWIS
My Commission Expires
Jan. 4, 1997
Comm. No. CC 249776

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED


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Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted: **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FIRST that ADVANCED SPORTS MEDICINE & REHAB CENTER, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2828 South Tamiami Trail, Sarasota, Florida 34239, has named RICHARD A. FILSON, ESQUIRE, located at 2727 S. Tamiami Trail, Suite 2, Sarasota, Florida 34239, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RICHARD A. FILSON, ESQUIRE
2727 South Tamiami Trail, Suite 2
Sarasota, Florida 34239
(941) 952-0771