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LAW OFFICES
OF
MORRIS & GREEN
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MORTON J. MORRIS
ALAN M. GREEN

Telephone:
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CERTIFIED MAIL - RRR

February 12, 1997

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

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-02/17/97--01011--009
****122.50 ****122.50

Re: PHYSICAL THERAPY AND REHAB OF PALM BEACH, INC.

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of PHYSICAL THERAPY AND REHAB OF PALM BEACH, INC. together with a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) constituting the filing fee. I would appreciate it if you would process this document and forward the stamped copy to the undersigned in the pre-stamped envelope which we have provided for your convenience.

Should you have any questions regarding same, please do not hesitate to contact this office.

Very truly yours,

ALAN M. GREEN

/od
341GART.L14

Enclosures: Articles of Incorporation
Check in the amount of \$122.50
Pre-stamped envelope

FILED
97 FEB 14 AM 8 27
SECRETARIAL OF STATE
TALLAHASSEE, FLORIDA
2/19/97

ARTICLES OF INCORPORATION
OF
PHYSICAL THERAPY AND REHAB OF PALM BEACH, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation is PHYSICAL THERAPY AND REHAB OF PALM BEACH, INC.. The street address of the initial principle office of this corporation is 9960 Central Park Boulevard South, Suite #101, Boca Raton, Florida 33428.

ARTICLE II - PURPOSE OF CORPORATION

The general purposes for which the corporation is organized is:

- 1) business of rendering medical care in the form of physical therapy

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one hundred (100), all of which shall be common shares. Such shares shall have a par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the corporation's registered office is 9960 Central Park Boulevard South, Suite #101, Boca Raton, Florida 33428. The initial registered agent for the corporation at that address is MARC GOLDEN, D.O..

FILED
97 FEB 14 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and address of the person signing these articles are:

NAME	ADDRESS
MARC GOLDEN, D.O.	9960 Central Park Boulevard South Suite #101 Boca Raton, Florida 33428

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may increase from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
MARC GOLDEN, D.O.	9960 Central Park Boulevard South Suite #101 Boca Raton, Florida 33428

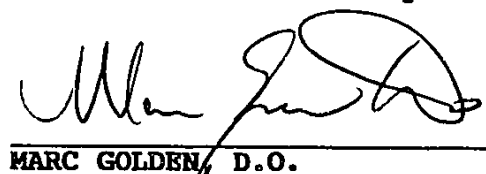
ARTICLE VII - BY-LAWS

This corporation's stockholders are specifically authorized to adopt by-laws, which may be repealed or amended, and new by-laws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any by-laws adopted by the stockholders, if the stockholders specifically provide that such by-laws are not subject to amendment or repeal by the directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of February, 1997.

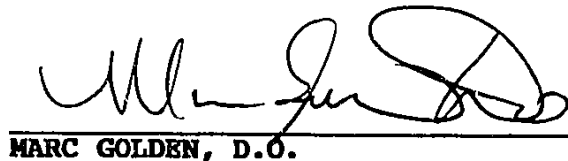


MARC GOLDEN, D.O.

Dated: 2/12/97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PHYSICAL THERAPY REHAB OF PALM BEACH, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligation of that position pursuant to FLA. STAT. § 607.0501(3).



MARC GOLDEN, D.O.

Dated 2/12/97

341GART.INC

FILED
97 FEB 14 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA