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JOHN P. PAGE

ATTORNEY AT LAW

2609 SW 74TH TERRACE • FT. LAUDERDALE, FL 33314 • VOICE & FAX: 954-475-0811

March 3, 1997

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

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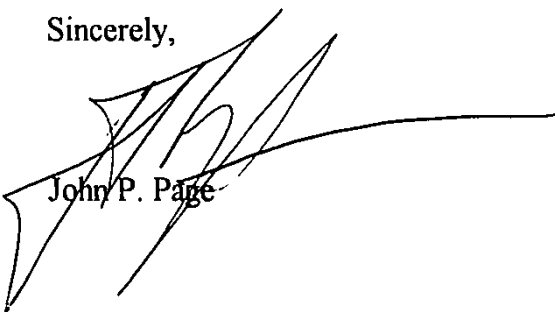
RE: Comprehensive Rehab and Physical Therapy, Inc.

Gentlemen:

We enclose the original and one copy of the Articles of Incorporation, together with our check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



John P. Page

MAR 11

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FILED
97 MAR 15 PM 3:03
STATE
TALLAHASSEE, FLORIDA

**Articles Of Incorporation
Of
Comprehensive Rehab and Physical Therapy, Inc.**

FILED
97 MAR 15 PM 3:03
STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Comprehensive Rehab and Physical Therapy, Inc..**

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

This corporation is organized for the purpose of transacting any and lawful business.

Article IV - Common Stock

This corporation is authorized to issue Ten Thousand Shares (10,000) shares of common stock with a par value of Ten Dollars.

Article V - Authority

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation

Article VI - Dividends

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VII - Incorporator

The name of and address of the incorporator of this corporation is as follows:

Catherine G. Page, 2609 SW 74th Terrace, Davie, FL 33314

Article VIII - Officers and Directors

The following person hereby holds the offices indicated, subscribes to the number of shares indicated, and resides at the address listed:

John P. Page, Esq.
2609 SW 74th Terrace, Ft. Lauderdale, FL 33314
Voice & Fax 954-475-0811

Name	Number of Shares	Office
Catherine G. Page 2609 SW 74th Terrace Davie, FL 33314	100	President Secretary-Treasurer

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be One (1) director initially.

Article IX - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article X - Principal Place of Business

The principal place of business of this corporation shall be 2609 SW 74th Terrace, Davie, FL 33314. The Board of Directors may from time to time move the place of business of this corporation.

Article XI - Registered Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is John P. Page, Esq., 2609 SW 74th Terrace, Ft. Lauderdale, FL 33314.

Article XII - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XIII - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

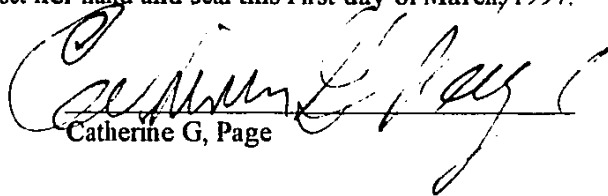
Article XIV - Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

Article XV - Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares as hereinabove set forth, and hereunto has set her hand and seal this First day of March, 1997.


Catherine G. Page

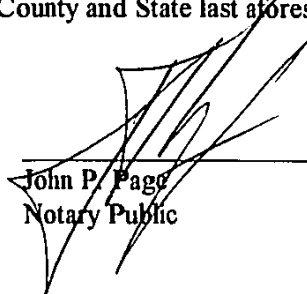
STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Catherine G. Page, to me known personally to be the person described in, and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this First day of March, 1997.



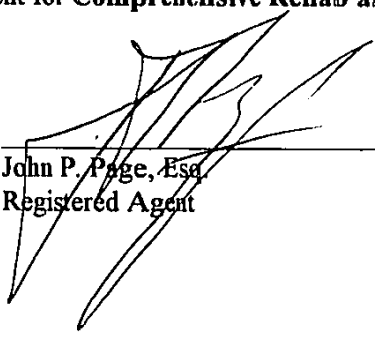
JOHN P PAGE
My Commission CC551870
Expires May. 01, 2000


John P. Page
Notary Public

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Acceptance

I, John P. Page, Esq., whose address is 2609 SW 74th Terrace, Ft. Lauderdale, FL 33314, do hereby accept the appointment of Registered Agent for **Comprehensive Rehab and Physical Therapy, Inc.**



John P. Page, Esq.
Registered Agent

FILED
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA