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March 7, 1997

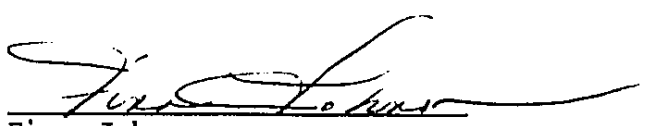
Secretary of State
State of Florida
Corporate Division
409 E. Gaines Street
Tallahassee, Fla 32399

Re: Articles of Incorporation
Community Wellness Centers
of the Palm Beaches, P.A.

Enclosed you will find the original Articles of Incorporation as to the above referenced entity along with one copy. Please provide our office with a stamped copy, noting the date filed with your office. For your convenience, I am enclosing a self addressed stamped envelope to facilitate the return of the stamped copy. Also enclosed, is our check in the amount of \$ 70.00 covering the filing fee.

Thanking you in advance for your cooperation in this matter.

Sincerely



Fina Johnson
Secretary to Angelo Pardo, Esq.

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**Articles of Incorporation
of
Community Wellness Centers of the Palm Beaches, P.A.**

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLES I- NAME

The name of the corporation shall be: **Community Wellness Centers of the Palm Beaches, P.A.**

The address of the principal office of this corporation shall be **1983 PGA Boulevard, Suite 102, Palm Beach Gardens, Florida 33408** and the mailing address of the corporation shall be the same.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in health care and rehabilitation.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, at a \$1.00 par value.

ARTICLE IV- ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

1983 PGA Boulevard, Suite 102, Palm Beach Gardens, Florida 33408
the name of the initial registered agent of the corporation at that address is **Thomas P. Toia**.

ARTICLE V- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

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This corporation shall have two (2) officers and two (2) directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas P. Toia
1983 PGA Boulevard
Suite 102
Palm Beach Gardens, Fla
33408

Bruce A. Goldberg
1983 PGA Boulevard
Suite 102
Palm Beach Gardens, Fla
33408

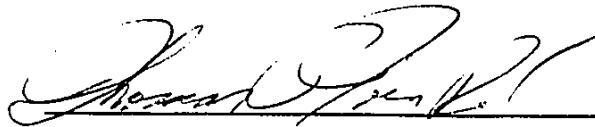
ARTICLE VII - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

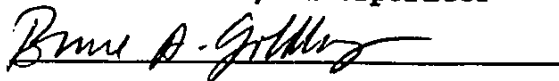
Thomas P. Toia
1983 PGA Boulevard
Suite 102
Palm Beach Gardens, Fla
33408

Bruce A. Goldberg
1983 PGA Boulevard
Suite 102
Palm Beach Gardens, Fla
33408

IN WITNESS WHEREOF, I have made and subscribed my name and signature to these Articles of Incorporation, on this the 6th day of March, 1997.



Thomas P. Toia, Incorporator



Bruce A. Goldberg, Incorporator

State of Florida

County of Palm Beach

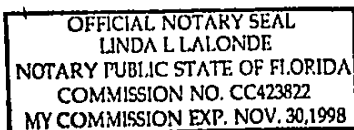
BEFORE ME, the undersigned authority, personally appeared, **THOMAS P. TOIA** and **BRUCE A. GOLDBERG**, who produced their drivers license as identification and who took an oath or who are personally known to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation under oath.

WITNESS my hand and seal in the County and State aforesaid this the 6th day of March, 1997.

Linda L. Lalonde

Notary Public

My Commission expires"



CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, 1977, the following is submitted in compliance with said Act:

FIRST: That Community Wellness Centers of the Palm Beaches, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida named THOMAS P. TOIA, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED to accept service of process for the above State Corporation, at a place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping upon said Office.



Thomas P. Toia

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