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March 3, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-03/10/97--01069--005
****122.50 ****122.50

RE: Advanced Pulmonary Rehabilitation, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

JENSEN & HOULD



Stephen A. Hould

SAH/lb

K.R. MAR 18 1997

FILED
97 MAR 10 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADVANCED PULMONARY REHABILITATION, INC.**

FILED
97 MAR 10 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: Advanced Pulmonary Rehabilitation, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 2231 Corporate Square Blvd, Suite 5, Jacksonville, FL 32216.

ARTICLE III. DURATION

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

ARTICLE IV. PURPOSES

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2231 Corporate Square Blvd., Suite 5, Jacksonville, FL 32216, and the name of the initial registered agent at such address is James Fillichia.

ARTICLE VII. INCORPORATOR

The name and address of the corporation's Incorporator is James Fillichia.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of March, 1997.



INCORPORATOR

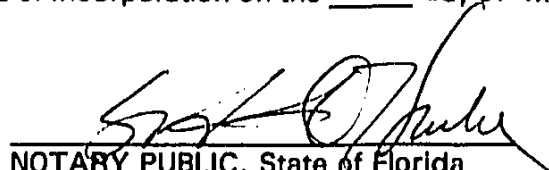
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared James Filichia, to me well known to be the person described as Incorporator, or who has produced N/A as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 3rd day of March, 1997.

(Seal)



STEPHEN A. HOULD
COMMISSION # CC 379839
EXPIRES JUL 8, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida

CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That Advanced Pulmonary Rehabilitation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2231 Corporate Square Blvd., Suite 5, Jacksonville, County of Duval, State of Florida, has named James Filichia, 2231 Corporate Square Blvd, Suite 5, Jacksonville, FL 32216, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be James Filichia.


JAMES FILICHIA

FILED
97 MAR 10 AM 9:53
STATE
TALLAHASSEE, FLORIDA