

P97000037638

Leonard Sussman, P.A.
Attorney at Law

4699 SOUTHWEST 72nd AVENUE, MIAMI, FLORIDA 33155 • TELEPHONE (305) 662-7000 • FAX 669-1099

April 22, 1997

800002154708--0
-04/25/97--01024--021
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: KENDALL PHYSICAL THERAPY, INC.

Dear Sir:

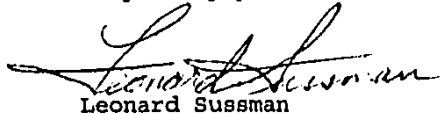
Enclosed is the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Additionally, there is a check in the amount of \$122.50 representing payment of the following:

FILING FEE	\$35.00
CERTIFIED COPY	52.50
REGISTERED AGENT	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Leonard Sussman

LS/ms
enc.
incorp.ltr

FILED
97 APR 25 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

411 4/28/97

FILED

97 APR 25 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
KENDALL PHYSICAL THERAPY, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLES I

The name of this corporation shall be:

KENDALL PHYSICAL THERAPY, INC.

ARTICLES II

To engage in and carry on the business of owning, maintaining and operating an inpatient and outpatient medical physical therapy facility for the care, consultation and therapy treatment of sick, injured or otherwise disabled or helpless persons and the sale of prosthetics or other merchandise in conjunction with the physical therapy treatment of such persons as prescribed by persons in the medical profession.

To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitably or proper for the accomplishment of any of the above purposes.

In addition thereto, any and all the things permitted by law governing corporation as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

ARTICLE III

The total number of shares of capital stock which may be issued by

this corporation shall be FIVE HUNDRED (500) SHARES AT ONE (\$1.00) DOLLAR PAR VALUE.

ARTICLE IV

The amount of capital with which business shall begin is FIVE HUNDRED (\$500.00) DOLLARS

ARTICLE V

The existence of the corporation shall be perpetual.

ARTICLE VI

The principal place of business of the corporation shall be 8525 S.W. 92 Street, Suite 1-B, Miami, Florida 33156.

ARTICLE VII

The number of Directors can be one (1) and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at an annual meeting shall be one (1) Director.

ARTICLE VIII

The names and addresses of the Director who shall serve until successors are elected is:

IRIS SINGER; 8525 S.W. 92 Street, Suite 1-B Miami, Florida 33156

ARTICLE IX

The street address of the initial registered office of this corporation is 4699 S.W. 72nd Avenue, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is LEONARD SUSSMAN.

ARTICLE X

The names and addresses of subscriber, with the number of shares

she agrees to take, is:

Name and Address	Number of Shares
IRIS SINGER 8525 S.W. 92 Street MIAMI, FLORIDA 33156	300

ARTICLE XI

The directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which any Director shall be in any way interested, be voided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding that office or by the fiduciary relationship thereby established; but the nature of the Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case, at the first meeting of Directors after the acquisition of his interest.

Stockholders shall have the power to elect at any annual or special meeting of a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, or book, or document of this corporation, except as conferred by law or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Florida, and at such places as may be from time to time

designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the Laws of the State of Florida.

This corporation reserves the right to amend, alter, change, or repeal, any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have this 22 day of April 1997 made and subscribed this Certificate of Incorporation for the purpose of forming a corporation pursuant to an Act of Legislature of the State of Florida.

Quic Singer

SEAL

STATE OF FLORIDA)

) ss.:

COUNTY OF DADE)

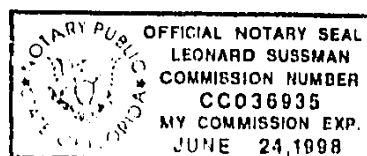
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **IRIS SINGER** to me well known to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, County of Dade, and State of Florida, this 22 day of April, 1997.

Leonard Sussman
Notary Public- State of Florida at Large

My Commission Expires:

CERTIF. INC



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

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First-- That KENDALL PHYSICAL THERAPY, INC., A Florida Chapter desiring to
organize under the laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Miami County of Dade ,
State of Florida has named LEONARD SUSSMAN, P.A.

located AT 4699 S.W. 72ND AVENUE, MIAMI, FLORIDA 33155
(Street address and number of building
Post Office Box address not acceptable)

City of MIAMI, County of Dade State of Florida, as its agent to accept service
of process with this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state
corporation, at 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.

By 
REGISTERED AGENT

resident.agt

FILED
97 APR 25 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA