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SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW

SUITE 3100, PROMENADE II

1230 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309-3592

ESTABLISHED 1893

(404) 815-3500
TELECOPIER (404) 815-3509

ATLANTA FINANCIAL CENTER
SUITE 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1010
(404) 264-2620
TELECOPIER (404) 264-2652

Harry L. Hickson, P.C.
(404) 815-3512

May 5, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002171936--8
-05/08/97--01128--006
****122.50 ****122.50

Re: Incorporation of Advanced Therapeutics
Rehabilitation Center, Inc.

Ladies or Gentlemen:


Enclosed herewith is an original and one copy of Articles of Incorporation and Certificate of Registered Agent for Advanced Therapeutics Rehabilitation Center, Inc. Also enclosed is our check in the amount of \$122.50 to cover the filing fee for same.

Please return a certified copy of the certificate of incorporation to the undersigned at the following address:

Harry L. Hickson, P.C.
1230 Peachtree Street, N.E.
Suite 3100
Atlanta, Georgia 30309

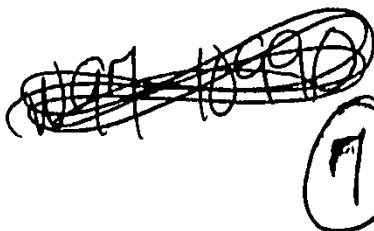
Thank you for your assistance in this matter.

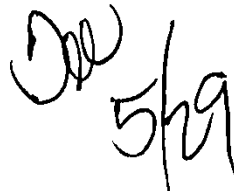
Very truly yours,


Harry L. Hickson

HLH/nab
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 29 PM 3:03





CORPMT/70673



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1997

HARRY L. HICKSON
SMITH, GAMBRELL & RUSSELL, LLP
1230 PEACHTREE STREET, NE, SUITE 3100
ATLANTA, GA 30309-3592

SUBJECT: ADVANCED THERAPEUTICS REHABILITATION CENTER, INC.
Ref. Number: W97000010990

We have received your document for ADVANCED THERAPEUTICS REHABILITATION CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent signature must be an original signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 397A00025431

SMITH, GAMBRELL & RUSSELL, LLP

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SUITE 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1010
(404) 264-2620
TELECOPIER (404) 264-2652

May 27, 1997

Florida Department of State
Division of Corporations
Attention: Teresa Brown, Corporate Specialist
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Advanced Therapeutics
Rehabilitation Center, Inc.

Ladies or Gentlemen:

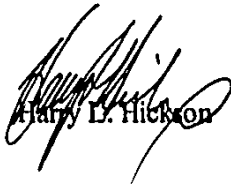
In accord with your letter of May 13, 1997, we return herewith an original and one copy of Articles of Incorporation and Certificate of Registered Agent for Advanced Therapeutics Rehabilitation Center, Inc. with original signature of the registered agent.

Please return a certified copy of the certificate of incorporation to the undersigned at the following address:

Harry L. Hickson, P.C.
1230 Peachtree Street, N.E.
Suite 3100
Atlanta, Georgia 30309

Thank you for your assistance in this matter.

Very truly yours,



Harry L. Hickson

HLH/nab
Enclosures

CORPMT770673

ARTICLES OF INCORPORATION
OF
ADVANCED THERAPEUTICS REHABILITATION CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 29 PM 3:03

ARTICLE I.
NAME

The name of this Corporation is Advanced Therapeutics Rehabilitation Center, Inc.

ARTICLE II.
DURATION

This Corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4237 Salisbury Road, Suite 106, Salisbury Lakes Medical Parke, Jacksonville, Florida 32216 and the name of its initial registered agent at such address is Lisa Shock. The principal place of business is the same as the registered office.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as the sole member thereof is:

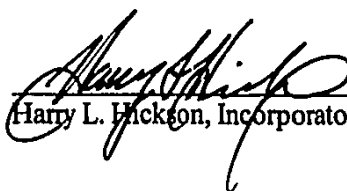
Lisa Shock

4237 Salisbury Road, Suite 106
Salisbury Lakes Medical Parke
Jacksonville, Florida 32216

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is Harry L. Hickson, 1230 Peachtree Street, N.E., Suite 3100, Atlanta, Georgia 30309.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of May, 1997.



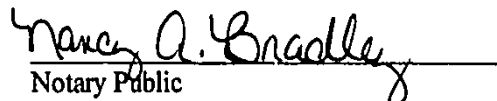
Harry L. Hickson, Incorporator

STATE OF GEORGIA

COUNTY OF FULTON

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Harry L. Hickson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of May, 1997.


Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires September 14, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 MAY 29 PM 3:03

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Advanced Therapeutics Rehabilitation Center, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4237 Salisbury Road, Suite 106, Salisbury Lakes Medical Parke, Jacksonville, Florida 32216, has named Lisa Shock, 4237 Salisbury Road, Suite 106, Salisbury Lakes Medical Parke, Jacksonville, Florida 32216, as its agent to accept service of process within Florida.



Harry L. Hickson, Incorporator

Date: May 5, 1997

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, Lisa Shock, hereby agrees to act in this capacity, and Lisa Shock, further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.



Lisa Shock

Date: May 1, 1997