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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MANASOTA MEDICAL AND REHAB GROUP, INC.

AUDIT NUMBER.....H97000011801

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
MANASOTA MEDICAL AND REHAB GROUP, INC.

ARTICLE I
NAME

The name of this Corporation is MANASOTA MEDICAL AND REHAB GROUP, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1112 WESTON RD. WESTON FLA and the name of the initial registered agent at that address is BRIAN KOSLOW 33326 (zip)

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Brian Koslow, 1112 Weston Rd., Ste. 156, Weston, Florida 33326.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of this Corporation is Brian Koslow, 1112

HAROLD E. KAPLAN, ESQ.
FLORIDA BAR NO. 0855449
1515 University Drive
Suite 214
Coral Springs, Florida 33071
(954)345-8338

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Weston Rd., Ste. 156, Weston, Florida 33326.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 1112 Weston Rd., Ste. 156, Weston, Florida 33326.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

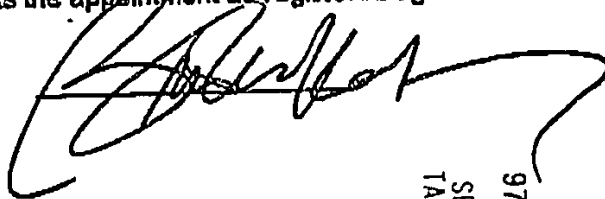
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of July, 1997.


Brian Keslow
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



HAROLD E. KAPLAN, ESQ.
FLORIDA BAR NO. 0865449
1515 UNIVERSITY DRIVE
SUITE 214
CORAL SPRINGS, FLORIDA 33071
(954) 348-6338

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