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CHRISTOPHER P. KELLEY, P.A.

ATTORNEYS AT LAW
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July 30, 1997

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS 5051992551

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-07/31/97--01088--001
****132.00 ****132.00

Re: COMPREHENSIVE HEALTH PROFESSIONAL REHAB. CORP.

Dear Madam or Sir:

Enclosed please find my operating account check in the amount of \$132.00 for the filing fee for the above referenced corporation, along with the original Articles of Incorporation, a copy. Please return the certified copy to me at the above address in the enclosed Federal Express envelope.

Thank you for your cooperation. Please contact me should you have any questions or if I can be of further assistance.

Very Truly Yours,

Christopher P. Kelley, Esq.

CPK/md

97 JUL 31 AM 7:58
TALLAHASSEE FLORIDA

T.M. - 8/4/97

ARTICLES OF INCORPORATION
OF
COMPREHENSIVE HEALTH PROFESSIONAL REHAB. CORP.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:
COMPREHENSIVE HEALTH PROFESSIONAL REHAB. CORP.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue a maximum of Seven Thousand Five Hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

REGISTERED AGENT
CHRISTOPHER P. KELLEY

ADDRESS OF INITIAL REGISTERED OFFICE
11098 BISCAYNE BLVD.
SUITE #: 205
MIAMI, FLORIDA 33161

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have one (1) Directors initially.

ARTICLE VII
INITIAL DIRECTOR

The names and post office addresses of the first Directors of the Corporation are:

NAME:

ADDRESS:

DR. P. KELLEY
TALLAHASSEE, FLORIDA

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FILED

ARTICLE VIII
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

| <u>INCORPORATOR</u> | <u>ADDRESS</u> |
|-----------------------|--|
| CHRISTOPHER P. KELLEY | 11098 BISCAYNE BLVD. SUITE #: 205 MIAMI, FLORIDA 33161 |

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent of permitted by law.

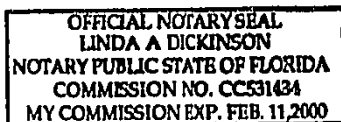
IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 30th day of July, 1997.


CHRISTOPHER P. KELLEY

STATE OF FLORIDA
COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and the acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 30 day of July, 1997.




Notary Public, State of
Florida At Large

My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

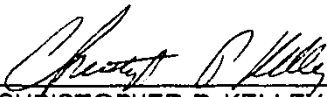
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

CHRISTOPHER P. KELLEY
11098 BISCAYNE BLVD.
SUITE #: 205
MIAMI, FLORIDA 33161

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the 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 open said office.


CHRISTOPHER P. KELLEY
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA