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Al A. Cheneler, P.A.

Attorney at Law
Board Certified Real Estate Specialist
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2265 Lee Road, Suite 125
Winter Park, Florida 32789

FILED
97 SEP 29 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(407) 628-2804
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September 23, 1997

Return to
RIU ASAP

Attorneys' Title Insurance Fund
660 E. Jefferson Street
Suite 200
Tallahassee, FL 32301

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****122.50 ****122.50

RE: RAHABILITATION AND PAIN MANAGEMENT OF FLORIDA, INC.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation;
3. A check in the amount of \$122.50 made payable to the Secretary of State; and
4. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund.

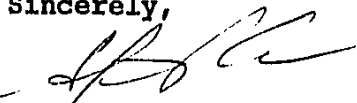
The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to this office via your Orlando branch office.

Thank you for your prompt attention to this matter.

Sincerely,



Al A. Cheneler

Enclosures
:mrm

K. Rolfe

SEP 29 1997

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REHABILITATION AND PAIN MANAGEMENT OF FLORIDA, P.A.

I, the undersigned Incorporator, for the purpose of forming a professional service corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

REHABILITATION AND PAIN MANAGEMENT OF FLORIDA, P.A.

The principal place of business of this corporation shall be 5931 Brick Court, #10, Winter Park, Florida 32792.

ARTICLE II

This Corporation is organized for the purpose of engaging in the practice of medical and chiropractic rehabilitation and pain management and to engage in any activity permitted under the laws of the United States and the State of Florida. The professional services involved in the Corporation practice of medical and chiropractic rehabilitation and pain management may be rendered only through its officers, agents, and employees, who shall be duly authorized and licensed to practice medical and chiropractic rehabilitation and pain management in the State of Florida.

This Corporation shall also do everything necessary and proper in accomplishing the purposes set forth above and do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only to the individuals licensed to practice medical and chiropractic rehabilitation and pain management in the State of Florida.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 5931 Brick Court, #10, Winter Park, Florida 32792, and the name of the initial registered agent is Jeffrey T. Noon

ARTICLE VI

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Jeffrey T. Noon

5931 Brick Court, #10
Winter Park, Florida 32792

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Al A. Cheneler, Esquire
2265 Lee Road
Suite 125
Winter Park, Florida 32789

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey T. Noon

5931 Brick Court, #10
Winter Park, Florida 32792

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

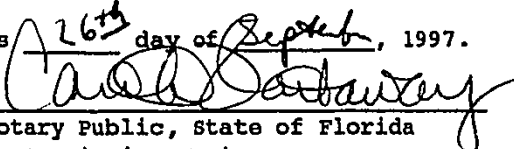
I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this 26th day of September, 1997.


Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENEIER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed who produced a drivers license as identification and who did take an oath.

WITNESS my hand and official seal this 26th day of Sept, 1997.


Notary Public, State of Florida
My Commission Expires:



CAROL D HATTAWAY
My Commission CC539451
Expires Apr. 19, 2000

DESIGNATION OF REGISTERED AGENT

REHABILITATION AND PAIN MANAGEMENT OF FLORIDA, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Winter Park, Florida, had and does by these presents name Jeffrey T. Noon as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named 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 relating to keeping open said office. DATED this 7th day of September, 1997.



Jeffrey T. Noon

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TALLAHASSEE, FLORIDA