

P970000088538



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 563833 4303966

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 14, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 563833-005

CUSTOMER NO: 4303966

CUSTOMER: Emil C. Marquardt, jr
MACFARLANE FERGUSON & MCMULLEN

111 Madison Street, Suite 2300

Tampa, FL 33602

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DOMESTIC FILING

NAME: REHAB AND FITNESS
TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
97 OCT 14 PM 12:05
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 OCT 14 AM 11:38
DIVISION OF CORPORATION

6N OCT 14 1997

FILED

97 OCT 14 PM 12:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

REHAB AND FITNESS TECHNOLOGIES, INC.

ARTICLE I

Name and Address

The name of this corporation is REHAB AND FITNESS TECHNOLOGIES, INC., whose place of business is located at 34653 U.S. Hwy. 19 North, Palm Harbor, Florida 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have seven directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert Corris	625 Court Street Clearwater, FL 33756	President
Allen Hughes, M.D.	625 Court Street Clearwater, FL 33756	Vice Pres.
Steven C. Mirabello,MD	625 Court Street Clearwater, FL 33756	Vice Pres.
Steven Moss, M.D.	625 Court Street Clearwater, FL 33756	Vice Pres.
Joseph Millen	625 Court Street Clearwater, FL 33756	Secretary
Cass Houck	625 Court Street Clearwater, FL 33756	Treasurer
Waldamier Krol	625 Court Street Clearwater, FL 33756	Asst. Secy.

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Sixty-six and two-thirds percent (66 2/3%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of the Corporation shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendment

These Articles of Incorporation, upon the vote of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of the Corporation, may be amended.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 1997.

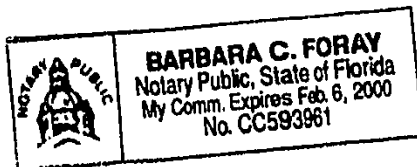


EMIL C. MARQUARDT, JR.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced etc as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 10 day of October, 1997.




Notary Public

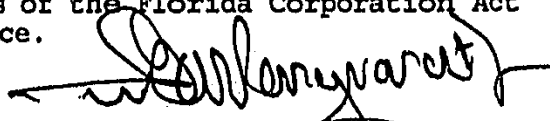
Print Name Barbara C. Foray

My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for REHAB AND FITNESS TECHNOLOGIES, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



EMIL C. MARQUARDT, JR.

FILED
97 OCT 14 PM
TALLAHASSEE, FL
SECRETARY OF STATE