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2641 MCCORMICK DRIVE, SUITE 103
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TRANSMITTAL LETTER

January 6, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700002397257--6
-01/12/98--01102--009
***122.50 ***122.50

SUBJECT: A & M Physical Therapy and Fitness, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation, for the above corporation and check in the amount of \$ 122.50.

FROM:

ROBERT A. ROSENBERG, ESQUIRE

2641 MCCORMICK DRIVE, SUITE 103

CLEARWATER, FLORIDA 33759

(813) 725-4320
Telephone Number

PLEASE SEND CERTIFIED COPY TO:

ROBERT A. ROSENBERG, ESQUIRE
2641 MCCORMICK DRIVE, SUITE 103
CLEARWATER, FLORIDA 33759

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 12:59

1-13-98
WS

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:

A & M Physical Therapy and Fitness, Inc.

Article II. Address

A & M Physical Therapy and Fitness, Inc.
Post Office Box 4886
Palm Harbor, Florida 34685

Article III. Registered Agent

Amy Woods Welsh
4168 Amber Lane
Palm Harbor, Florida 34685

Article IV. Board of Directors

Amy Woods Welsh
Matthew J. Welsh

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

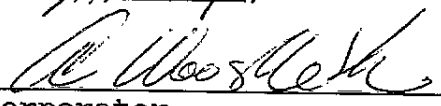
Article V. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock, with no par value.

Article VI. Incorporator

Amy Woods Welsh
4168 Amber Lane
Palm Harbor, Florida 34685

The undersigned incorporator executed these Articles of Incorporation on this 7 day of January, 1998.


Incorporator

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 12 PM 1:00

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 12 PM 1:00

CORPORATION:

A & M Physical Therapy and Fitness, Inc.

REGISTERED AGENT/OFFICE:

Amy Woods Welsh
4168 Amber Lane
Palm Harbor, Florida 34685

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

SIGNATURE: _____

Amy Woods Welsh

DATE: _____

January 7, 1998