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FILED
98 JAN 29 PM 1:50
SEC. OF STATE
TALLAHASSEE, FLORIDA

January 20 , 1998

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

200002406552-4
-01/21/98--01060--008
***122.50 ***122.50

Re: Thera-peds, Inc.

Dear Sir:

Please find enclosed my trust check for \$122.50 to cover the cost of filing the enclosed Articles of Incorporation in the above reference style.

Upon filing the original, please forward to my office a certified copy of the recorded instrument.

I thank you for your cooperation in this matter and if you have any questions, please feel free to contact my office.

Respectfully,

Wayne R. Compton

Wayne R. Compton

WRC/hl

C/S
1-29-98

ARTICLES OF INCORPORATION

OF

Thera-peds of Jacksonville, Inc.

I, the undersigned, files this document for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation, pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Thera-peds of Jacksonville, Inc.

ARTICLE II. DURATION

This corporation is to have a perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or lawful business as permitted by laws of the State of Florida.

ARTICLE IV. CAPITALIZATION

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stocks.

ARTICLE V. PREEMPTIVE RIGHTS

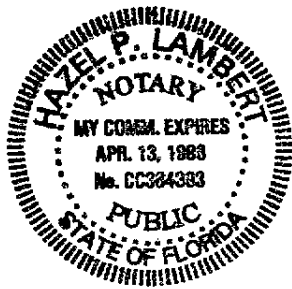
Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared Margaret Marshall, to me well known to be the person described in and and who executed the foregoing Articles of Incorporation and before me, acknowledged her signature and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Florida, Duval County, Florida, this 13 day of January, 1998



Hazel P. Lambert
Notary Public
State of Florida at Large
My Commission Expires:

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98 JAN 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for Thera-peds of Jacksonville, Inc.

Margaret Marshall
MARGARET MARSHALL