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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 2:20

PATRICE BOYES, ESQ.

Land Use & Environmental Law
Administrative Law
Real Estate
General Civil

98000024041

March 9, 1998

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

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-03/12/98--01102--015
****122.50 ****122.50

To the party concerned:

Please file the enclosed Articles of Incorporation, which have been duly executed by the Incorporator of Allpoints Therapy, Inc. Enclosed is a check for \$122.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be returned to me at the address in the letterhead.

Thank you for your prompt attention to this matter.

Sincerely,

Patrice Boyes

Patrice Boyes, Esq.

D. BROWN MAR 13 1998

ARTICLES OF INCORPORATION
OF
ALLPOINTS THERAPY, INC.

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The undersigned Incorporator hereby forms a Corporation under the laws of Florida, as follows:

ARTICLE I

NAME & ADDRESS OF CORPORATION'S PRINCIPAL OFFICE

The name of the Corporation shall be: AllPoints Therapy, Inc.

The address of the Corporation's principal office is: 5618-B NW 43RD STREET, GAINESVILLE, FLORIDA 32653.

ARTICLE II

DURATION

The date of corporate existence will commence on the date of filing these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation will have perpetual existence thereafter.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV

POWERS

The Corporation will have power to:

- a) Perpetual succession by its corporate name;
- b) Sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- c) Have a seal and to use it by impressing, affixing or in any other manner reproducing it;
- d) Purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- e) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; and
- f) Make contracts and guaranties and incur liabilities, borrow money, issue its own notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property,

- franchises and income.
- g) Elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
 - h) Make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of Florida, for the administration and regulation of the affairs of the Corporation.
 - i) Make donations for the public welfare or for charitable, scientific or educational purposes.
 - j) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
 - k) Have and exercise all powers necessary or convenient to effect its purpose.
 - l) Pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
 - m) Lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
 - n) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue FIVE HUNDRED (500) shares of common stock at \$1.00 par value.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Corporation is 5618-B NW 43rd Sreet, Gainesville Florida, 32653; and the initial registered agent is Deeta Ilse Widmer AP, LMT, at that address.

ARTICLE VII DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may change from time to time, but will never be fewer than one (1).

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial director is:
Deeta Ilse Widmer AP, LMT, 5618-B NW 43rd Street, Gainesville
Florida, 32653.

ARTICLE IX
INCORPORATOR

The name and address of the individual signing these articles is:
Deeta Ilse Widmer AP, LMT, 5618-B NW 43rd Street, Gainesville
Florida, 32653.

ARTICLE X
SPECIAL PROVISION

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer, director, or employee of the Corporation or any former officer, director or employee of the Corporation, to the full extent permitted by Florida law.

ARTICLE XII
PREEMPTIVE RIGHTS

Every Shareholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII
CUMULATIVE VOTING


At each election for directors each Shareholder entitled to vote at such election shall have the right to vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV
RESTRICTIONS ON TRANSFER

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Transfer of shares in this Corporation is restricted pursuant to the Corporation's By-Laws.

WHEREFORE, the undersigned Incorporator has executed these Articles of Incorporation on this 3 day of March, 1998.


Deeta Ilse Widmer AP, LMT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 3 day of March, 1998.


Deeta Ilse Widmer AP, LMT

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, personally appeared Deeta Ilse Widmer AP, LMT, who being personally known to me and who did not take an oath, deposes and says that she is an Incorporator of these Articles of Incorporation and as such Incorporator verified that all statements and information contained herein are true and correct.

DATED this 3rd day of March, 1998.

(SEAL)

Patrice F. Boyes

Patrice F. Boyes

Notary Public

My Commission Expires:



PATRICE F BOYES
My Commission CCS13247
Expires Dec. 30, 1999