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5/11/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000008853 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: L'ENCORE MEDICAL MANAGEMENT GROUP, INC.

AUDIT NUMBER.....H98000008853

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

*Lidia is aware that we
must add the L in the
name in upper case.
BR 5/12/98*

FILED
98 MAY 11 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER

MAY 12 1998

ARTICLES OF INCORPORATION
OF

1'ENCORE MEDICAL MANAGEMENT GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

1'ENCORE MEDICAL MANAGEMENT GROUP, INC.

The principal place of business of this corporation shall be:

1175 N.E. 125 Street Suite 311, N. Miami, Fl. 33161

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time
100 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DAVID E. WESTON 1175 N.E. 125 Street Suite 311
North Miami, Florida 33161

Prepared By: Michael I. Santucci, Esq.
5201 NW 74 Ave.
Miami, Fl. 33166
(800) 714-6191
Fl. Bar # 0105260

FILED
MAY 11 AM 7:10
CLERK OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DAVID E. WESTON
1175 NE 12TH STREET, SUITE 311
N. MIAMI FL 33161

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11th day of MAY 1998.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

1'ENCORE MEDICAL MANAGEMENT GROUP, INC.

2. The name and address of the registered agent and office is:

DAVID E. WESTON 1175 N.E. 125 Street, Suite 311

(P.O. BOX NOT ACCEPTABLE)

North Miami, Florida 33161

(CITY/STATE/ZIP)

SIGNATURE 

TITLE INCORPORATOR

DATE 5/11/98

FILED
98 MAY 11 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 5/11/98