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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 17 AM 9:51

Gerald Weinberg
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JUNE 16, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002563002--9
-06/17/98-01074-001
*****70.00 *****70.00

Re: TESSA SPINE & REHABILITATION CENTERS OF FLORIDA INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

RP
06-19-98

ARTICLES OF INCORPORATION

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TESSA SPINE & REHABILITATION CENTERS OF FLORIDA INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is TESSA SPINE & REHABILITATION CENTERS OF FLORIDA INC.

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, county, territory or nation. Specifically the corporation will provide medical and rehabilitaiton services.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

Thomas Bolera
703 Wildflower Circle
Naperville, Illinois 60540

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

1 South 443 Summit Avenue
Suite 201
Oakbrook Terrace, Illinois 60181

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

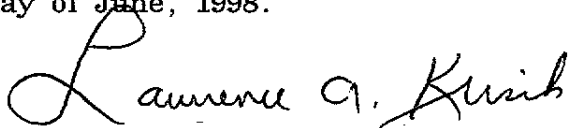
Lawrence A. Kirsch
90 State Street
Albany, New York 12207

ARTICLE VIII REGISTERED AGENT

The name and street address of the Registered Agent of the incorporation is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 1998.



LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 16th day of June, 1998 by the incorporator of TESSA SPINE & REHABILITATION CENTERS OF FLORIDA INC.


Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1998

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

TESSA SPINE & REHABILITATION CENTERS OF FLORIDA INC.

Corporation Service Company is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Maureen H. Call

Typed Name: Corporation Service Co.