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TRANSMITTAL LETTER

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

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-08/21/98--01016--002
*****70.00 *****70.00

SUBJECT: PHYSICIANS REHAB GROUP, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of Seventy Dollars.

FROM: RICHARD CAMP, CPA, PA
Name

4110 Southpoint Boulevard - Suite 205
Address

Jacksonville, Florida 32216
City, State, Zip

(904) 281-9924
Telephone Number

APPROVED
AND
FILED
98 AUG 21 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PHYSICIANS REHAB GROUP,INC.

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

ARTICLE I - NAME

The name of this Corporation is PHYSICIANS REHAB GROUP,INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation is a Service Corporation which will provide general healthcare services and related marketing services to the public and to professionals.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

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

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is 5711 Bowden Road Suite 12, Jacksonville, Florida 32216 and mailing address of the Corporation is 4110 Southpoint Blvd. #205, Jacksonville, Fl 32216. The Board Of Directors may from time to time move the principal office and mailing address to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

JUDY TORVIK
5711 BOWDEN ROAD #12
JACKSONVILLE, FL 32216

DR. GARY ROBERTSON
3948 SOUTH 3RD. STREET, #207
JACKSONVILLE BEACH, FL 32250

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

JUDY TORVIK
5711 BOWDEN ROAD #12
JACKSONVILLE, FL 32216

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD.#205, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is RICHARD CAMP,CPA.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State in Florida.

DATE

8-19-98

JUDY TORVIK

INCORPORATOR

98 AUG 21 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for PHYSICIANS REHAB GROUP,INC., a service corporation, a Florida Corporation, in accordance with Florida Statutes, section 607.0501.

DATE

8/17/98

RICHARD CAMP,CPA
REGISTERED AGENT