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LAW OFFICES

MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.

2200 SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050

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September 14, 1998

By UPS

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

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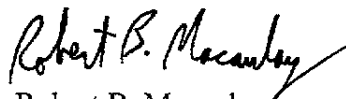
TENNIS SCHULE & REHA CONSULTING, INC.

Ladies and Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing and certified copy fees.

Please return the certified copy of the Articles to me in the enclosed self-addressed, postage prepaid envelope.

Sincerely,


Robert B. Macaulay

RBM:hew

Enclosures

cc: Thomas H. Worring

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FILED STATE
SECRETARY OF CORPORATIONS
98 SEP 16 PM 12:40

D. BROWN SEP 18 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
TENNIS SCHULE & REHA CONSULTING, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Tennis Schule & Reha Consulting, Inc. Its business mailing address is 3426 Franklin Avenue, Miami, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay,

who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

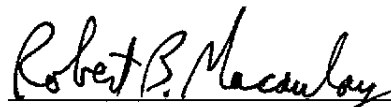
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Thomas H. Worring	3426 Franklin Avenue Miami, Florida 33133

ARTICLE VII - INCORPORATOR

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


<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2200 SunTrust International Center One Southeast Third Avenue Miami, Florida 33131


Robert B. Macaulay, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 12:41

The foregoing Articles of Incorporation of TENNIS SCHULE & REHA CONSULTING, INC. were acknowledged before me this ____ day of September, 1998, by Robert B. Macaulay, as Incorporator, who is personally known to me.


Helen C. Webb
Notary Public, State of Florida

My Commission Expires: April 9, 2001

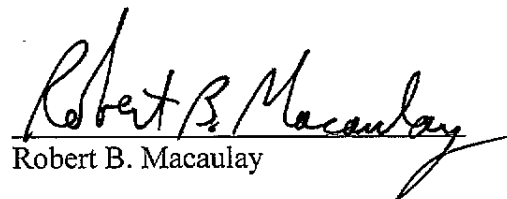


(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TENNIS SCHULE & REHA CONSULTING, INC. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: September 14, 1998


Robert B. Macaulay