

PA8000085549



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 984322 4369500

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 78.75

ORDER DATE : October 5, 1998

ORDER TIME : 8:22 AM

ORDER NO. : 984322-005

CUSTOMER NO: 4369500

CUSTOMER: Ms. Petra-kate Califano
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 1:10

DOMESTIC FILING

NAME: TEAM HEALTH REHAB &
THERAPEUTIC SERVICES, INC.

EFFECTIVE DATE: _

200002656492--0

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

g 10/7/98

DIVISION OF CORPORATIONS

98 OCT -6 AM 9:53

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ARTICLES OF INCORPORATION
OF

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98 OCT -6 PM 1:10

TEAM HEALTH REHAB & THERAPEUTIC SERVICES, INC.

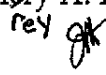
THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: **Team Health Rehab & Therapeutic Services, Inc.** (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is:

1200 South Pine Island Road, Suite 600
Ft. Lauderdale, Florida 33324


THIRD: The Corporation is authorized to issue one thousand (1,000) shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 1200 South Pine Island Road, Suite 600, Ft. Lauderdale, Florida 33324; and the registered agent at that address is ~~Jeffery~~ ^{re: y} A. Hennes. 

FIFTH: The name and address of the incorporator of the Corporation is Roland Sanchez-Medina, c/o McDermott, Will & Emery, 201 S. Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

SIXTH: The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the Bylaws, but shall never be less than one (1).

SEVENTH: The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:


Jeffery A. Hennes
1200 South Pine Island Road, Suite 600
Fort Lauderdale, Florida 33324

Neil J. Principe, M.D.
c/o InPhyNet Medical Management, Inc.
1200 South Pine Island Road, Suite 600
Fort Lauderdale, Florida 33324

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of October, 1998.


Roland Sanchez-Medina Jr., *Incorporator*

ACCEPTANCE OF APPOINTMENT

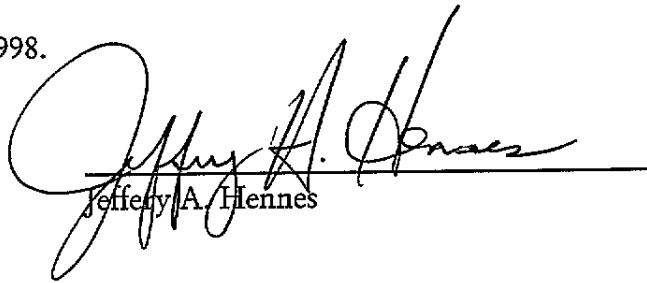
OF

REGISTERED AGENT

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I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated as of this 1st day of October, 1998.


Jeffrey A. Hennes

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