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ATTORNEYS AT LAW

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JOHN L. GRAHAM (1905-1978)
THORWALD J. HUSFELD (1926-1995)
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FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO: DAYTONA OFFICE

December 4, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002704535-5
-12/07/98-01089-005
122.50 **78.75

EFFECTIVE DATE
01-01-99

Re: Specialized Physical Therapy, Inc.

Dear Division of Corporations:

Enclosed herein is an originals and two copies of the executed Articles of Incorporation for the above-named corporation, which include the Designation of Registered Agent. Please note that his corporation shall have an effective time and date of 8:00 a.m. on January 1, 1999. Please return a filed-stamped copy and the certified copy of these Articles to our Daytona Beach office in the enclosed stamped, self-addressed envelope.

Also enclosed is a check in the amount of \$122.50, payable to the Department of State, in payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Document	<u>\$52.50</u>
Total	\$122.50

Thank you for your assistance with this matter.

Sincerely,

Janet M. Strickland
Janet M. Strickland

encs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:44

**ARTICLES OF INCORPORATION
OF
SPECIALIZED PHYSICAL THERAPY, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:44

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act, as amended, and adopts the following Articles of Incorporation:

**Article I.
Corporate Name**

The name of this corporation is Specialized Physical Therapy, Inc.

**Article II.
Duration**

The corporation shall have an effective time and date of 8:00 a.m. on January 1, 1999, and shall exist perpetually.

**Article III.
Purpose**

EFFECTIVE DATE
01-01-99

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of which shall be voting common shares with a par value of one dollar (\$1.00). All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article V.
Preemptive Rights**

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

**Article VI.
Designation of Registered Agent and Office**

The name of the initial registered agent of the corporation is Judith E. Asa. The street address of the initial registered office of the corporation is 820 Commed Blvd., Orange City, FL 32763.

**Article VII.
Principal Office**

The principal place of business and mailing address of the corporation is 820 Commed Blvd., Orange City, FL 32763.

**Article VIII.
Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The name and address of the initial Board of Directors who shall hold office until the first annual meeting of shareholders of the corporation or until her successor(s) are duly elected and qualified is as follows:

Judith E. Asa
480 Eagle Brook Court
DeBary, FL 32713

**Article IX.
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Judith E. Asa
480 Eagle Brook Court
DeBary, FL 32713

**Article X.
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

“The shares represented by this certificate have not been registered under The Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.”

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.
Amendments**

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

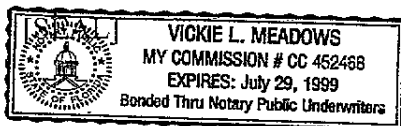
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of December, 1998.

Judith E. Asa
Judith E. Asa, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Judith E. Ada, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 2 day of December, 1998.



Vickie L. Meadows
Notary Public, State of Florida

Typed or Printed Name of Notary
Commission No.
My Commission Expires:

Personally Known X or
Produced Identification
Type of Identification _____

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:44

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Judith E. Asa
Judith E. Asa
Dec. 2, '98
Date