

Division of Corporations

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Florida Department of State

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Fax Number : (850) 922-4001

From: Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
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EFFECTIVE DATE

1-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Sheryl Ann McGavin, P.A.

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FAX AUDIT NO. H99000000004 4

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**ARTICLES OF INCORPORATION
OF
SHERYL ANN MCGAVIN, P.A.**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I**NAME AND ADDRESS**

The name of the Corporation is SHERYL ANN MCGAVIN, P.A., and the street address of the initial principal office of the Corporation is 6350 Sunset Drive, Third Floor, South Miami, Florida 33143.

ARTICLE II**PURPOSE**

The Corporation is organized for the purpose of engaging in the business of rendering professional occupational therapy services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to offer occupational therapy services in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional occupational therapy services.

ARTICLE III**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.10 per share.

PREPARED BY: Rana M. Gorzeck, Esquire
100 N.E. 3 Ave., Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
Florida Bar No. 353817

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ARTICLE IV**LIMITATION ON OWNERSHIP OF STOCK**

No stock of this Corporation shall be issued to anyone other than an individual who is an occupational therapist duly licensed to offer occupational therapy services in the State of Florida.

ARTICLE V**DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE**

If any shareholder, officer, employee or agent of this Corporation, who has been rendering professional occupational therapy services to the public, becomes legally disqualified to offer occupational therapy services in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continuing rendering of such professional services, he or she shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

Name**Address**

Sheryl Ann McGavin

6350 Sunset Drive, Third Floor
South Miami, Florida 33143**ARTICLE VII****INCORPORATOR**

The name and address of the Incorporator is:

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Name

Rana M. Gorzeck, Esquire

Address

100 Northeast Third Avenue
Suite 1100
Fort Lauderdale, Florida 33301

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6350 Sunset Drive, Third Floor, South Miami, Florida 33143, and the name of the initial Registered Agent of the Corporation at that address is Sheryl Ann McGavin.

ARTICLE IX

EFFECTIVE DATE

The effective date of the filing of these Articles of Incorporation shall be effective as of January 1, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of January 1999.



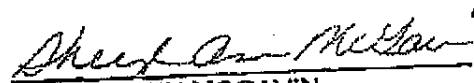
RANA M. GORZECK, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SHERYL ANN MCGAVIN, P.A., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act 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.

Dated as of January 4, 1999


SHERYL ANN MCGAVIN,
Initial Registered Agent

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