

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

84617

Corp. I.D. # 38-2617193

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Physiotherapy Associates, Inc.

SECOND: The name which it elects to use in Rhode Island is Physiotherapy Associates, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Michigan

FOURTH: The date of its incorporation is September 4, 1985 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 2725 Fairfield Road, Kalamazoo, MI 49002

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System

Sharon L. Gahlau
Sharon L. Gahlau Signature Asst VP

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Operations of clinics which provide physical therapy services.

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CORPORATIONS DIV.
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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John W. Brown	Director	2725 Fairfield Road, Kalamazoo, MI 49002
David J. Simpson	Director	" " "
Jason T. Blackwood	Director	6075 Poplar Ave., Memphis, TN 38119

Jason T. Blackwood	President	6075 Poplar Ave., Memphis, TN 38119
Jeffrey S. Chitwood	Vice President	" " "
David J. Simpson	Secretary	2725 Fairfield Road, Kalamazoo, MI 49002
Julia Paradine-Rice	Treasurer	" " "

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$.10

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 25,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 70,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 3,000,000

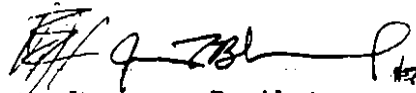
FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 23, 1995

Physiotherapy Associates, Inc.

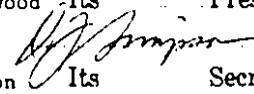
[Exact Corporate Name of Corporation Making Application]

By



Jason T. Blackwood Its President

and



David J. Simpson Its Secretary

STATE OF Michigan

} Sc.

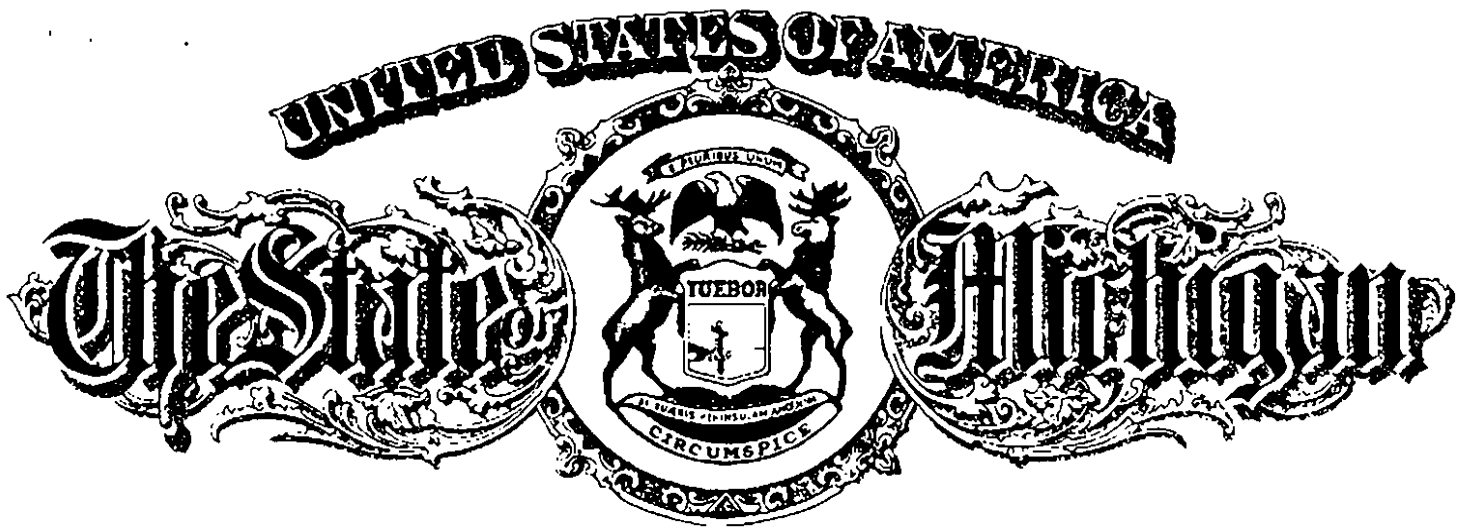
COUNTY OF Kalamazoo

At 2725 Fairfield Road in said County on the 23rd day
of May 1995, before me personally appeared
, who being by me first duly sworn, declared that
he is the Secretary of Physiotherapy Associates, Inc.,
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.



Notary Public

(NOTARIAL SEAL)



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

PHYSIOTHERAPY ASSOCIATES, INC.

was validly incorporated on September 4, 1985, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of May, 1995.

Carl L. Lysen, Director
Corporation & Securities Bureau

SEAL APPEARS ONLY ON ORIGINAL