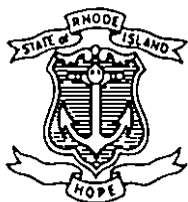


Filing Fee \$150.00

ID Number:

105283



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Excel Physical Therapy, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To own and operate an outpatient facility providing physical therapy
services to clients including but not limited to all types of
rehabilitation services and any other lawful purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is:

2,000 common

(a) If only one class: Total number of shares no par value the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value):

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5 Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See Attachment "A"

FILED

MAR 10 1999

By

219756

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See Attachment "B"

7. The address of the initial registered office of the corporation is 376 Broadway
Providence, RI 02909 (Street)
(City/Town) (Zip Code) and the name of its initial registered agent at such address is

Thomas R. Ricci

8. The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
Pres	Judith Ricci**	298 Garden City Drive, Cranston, RI, 02920
VPres	Susan Parker**	52 Rollingwood Drive, Johnston, RI, 02919
Sec	David Ricci	298 Garden City Drive, Cranston, RI, 02920
Treas	Robert Parker	52 Rollingwood Drive, Johnston, RI, 02919

**DIRECTORS

9. The name and address of each incorporator is:

Name	Address
Thomas R. Ricci	376 Broadway, Providence, RI, 02909

10. Date when corporate existence to begin: upon filing
(not more than 30 days after filing of these articles of incorporation)

Dated 3/5/99, 19 99

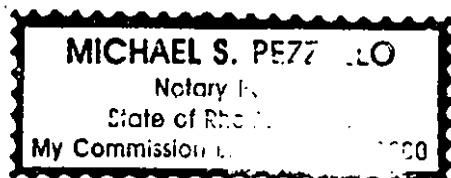
[Signature]

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 5th day of March, 19 99, personally appeared
before me Thomas R. Ricci

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



[Signature]
Notary Public
My Commission Expires: _____

ATTACHMENT "A"

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to 7-1.1-24 of the General Laws, 1856, as amended:

In the event of the increase of the authorized common stock of the corporation the holders of the common stock of the corporation at that time outstanding shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

ATTACHMENT "B"

Provisions, (if any) for the regulation of the Internal Affairs of the Corporation:

In the event that any stockholder or respective heirs, administrators, executors, successors, or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of this desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock.

If within twenty (20) days after the receipt of any such notice the Board of Directors shall elect to purchase the shares so offered, the Secretary of Treasurer or some other officer designated by the Board of Directors, shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation a notice in writing, signed by the Secretary of Treasurer or such other officer, of the election by the corporation to purchase said stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon the transfer to the corporation of the shares sold.

If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price of not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale thereby waiving the provisions of this Article Sixth; provided, however, that no such consent or waiver shall extend to other or subsequent instances and the directors may authorize the corporation to enter into a contract with any stockholder or stockholders for the purchase of stock for a stipulated price or a price to be determined upon the application of a formula.

FROM : CARDARELLI & RICCI, INC.


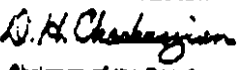
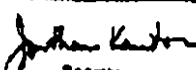
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Mar. 10 1999 09:41AM P2

FROM : ILSR

FAX NO. : 4014638190

Mar. 10 1999 09:36AM P4

 HEALTHCARE PROFESSIONALS SERVICE ORGANIZATION PURCHASING GROUP		CERTIFICATE OF INSURANCE	
Producer 015054	Branch 078	Policy Number 0150918943	Policy Period 04/01/99 04/01/99 12:01 A.M. Standard Time
Named Insured and Address Excel Physical Therapy 75 Sockanisset Rd Cranston, RI 02920-5538		Program Administrator: Healthcare Division of Affinity Insurance Services, Inc. 168 East County Line Road Hatboro, PA 19040-1218	
Medical Specialty: Physical Therapist Firm		Code: 80938	Insurance provided by American Casualty Company of Reading, PA
Additional Premises	A. B. C.		
LIMITS OF LIABILITY		COVERAGE PART	
A. \$ 1,000,000 each claim \$ 8,000,000 aggregate		Professional Liability, Including Good Samaritan and Personal Injury	
B. Included		Business Coverage Extension: Premises Liability, Products Liability, Misplacement, Host Liquor	
C. \$ 10,000 aggregate		License Protection	
D. \$ 10,000 aggregate		Wage Loss and Expense Benefit	
E. \$ 10,000 aggregate		Assault	
F. \$ 2,000 per person \$ 100,000 aggregate		Medical Payments	
G. \$ 2,500 aggregate		First Aid	
H. \$ 2,500 aggregate		Damage to Property of Others	
I. \$ 10,000 aggregate		Deposition Fees and Expenses	
J. \$ 0 aggregate		General Liability	
\$ 182.00 TOTAL PREMIUM			
ENDORSEMENTS: G-121500-A G-121503-A G-121503-A G-124744-A G-123615A-38 G-123846A-38			
 Chairman of the Board		 Secretary	
Keep this document in a safe place. This and your certificate shall act as proof of coverage. Master Policy Number: 0152432370			

G-121507-A (Continued)

Effective Date: _____