

8315-03-CA-002

ARTICLES OF INCORPORATION

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

- DOMESTIC BUSINESS CORPORATION
- DOMESTIC BUSINESS CORPORATION A CLOSE CORPORATION ← COMPLETE BACK
- DOMESTIC PROFESSIONAL CORPORATION ENTER BOARD LICENSE NO. MD-038017-E

FEE \$75.00

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE - CORPORATION BUREAU 306 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

Wyndmoor Physical Medicine Group, P.C.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

8601 Stenton Avenue

012 CITY 033 COUNTY 013 STATE 004 ZIP CODE
Wyndmoor Philadelphia Pennsylvania 19118 01

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

To do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Professional Corporation Law of Pennsylvania, including but not limited to, the specialty of physical medicine and rehabilitation.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares 1,000 shares common stock	041 Stated Par Value Per Share If Any \$1.00	042 Total Authorized Capital \$1,000	031 Term of Existence Perpetual
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The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Richard A. Sullivan, M.D.	8601 Stenton Avenue Wyndmoor, PA 19118	1 (common share) ✓

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 17th DAY OF June 19 87.

Richard A. Sullivan M.D.
Richard A. Sullivan, M.D.

- FOR OFFICE USE ONLY -

030 FILED JUN 24 1987	002 CODE A.D	003 REV BOX	SEQUENTIAL NO. deduct	100 MICROFILM NUMBER 87421121
001 JAMES J. ZBYGOST Secretary of the Commonwealth Department of State Commonwealth of Pennsylvania DSCB 204 (Rev. 81) Copyright 1982 Printed and Sold by JOHN C. CLARK CO. 1326 Walnut St., Phila., Pa.	REVIEWED BY DH	004 SICG	AMOUNT \$75.00	001 CORPORATION NUMBER 985810
	DATE APPROVED	CERTIFY TO <input type="checkbox"/> REV. <input type="checkbox"/> L & I <input type="checkbox"/> OTHER	INPUT BY P.1	LOG IN LOG IN (REFILE)
MAILED BY DATE			VERIFIED BY 11	LOG OUT LOG OUT (REFILE)

1. The following provisions shall regulate the status of the corporation as a close corporation:
- (a) (Strike out (i) or (ii) below, whichever is not applicable.)
 - (i) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than _____ persons.
(NUMBER NOT TO EXCEED 30)
 - (ii) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than the smaller of twenty-five "shareholders" within the meaning of Subchapter S of the Internal Revenue Code of 1954, as amended, or 30 persons.
 - (b) All of the issued shares of all classes of the corporation shall be subject to one or more of the restrictions on transfer permitted by section 613.1 of the Business Corporation Law (15 P.S. § 1613.1).
 - (c) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.
2. (Optional: BCL § 372B) A person (other than an estate) who is not an "individual" or who is a "non-resident alien," in either case within the meaning of the Internal Revenue Code of 1954, as amended ("Code"), shall not be entitled to be a holder of record of shares of the corporation. Only a person whose consent is currently in effect to the election of the corporation to be treated as an electing small business corporation under Subchapter S of the Code and a shareholder who has not affirmatively refused to consent to the election within sixty days after he acquires his stock, shall be entitled to be a holder of record of shares of the corporation.
3. (Optional: BCL § 382) The business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.
4. (Optional: § 376B) The status of the corporation as a "close corporation" within the meaning of the Business Corporation Law shall not be terminated without the affirmative vote or written consent of (all holders of) (shareholders holding _____ of the) shares of all classes of the corporation.
(FRACTION AT LEAST TWO-THIRDS)
5. (Optional: BCL § 384B) (Any shareholder) (shareholders holding _____ of the shares) of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute.
(FRACTION)
6. (Optional: BCL § 386) (Any shareholder) (shareholders holding _____ of the shares) of the corporation shall have the right at will to cause the corporation to be dissolved by proceeding in the manner provided by statute.
(FRACTION)

DEPT. OF STATE
 NOT FOR 24 MAR 8 05
 RECEIVED

Commonwealth of Pennsylvania
Department of State

87421122



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

WYNDMOOR PHYSICAL MEDICINE GROUP, P.C.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 24th day
of June in the year of our
Lord one thousand nine hundred and eighty-seven
and of the Commonwealth the two hundred eleventh

James J. Blaylock
Secretary of the Commonwealth

0985810

BALLARD ANDREWS & INGERSOLL ESQS
ATTN: NANCY GRAY
30 SOUTH 17TH ST
PHILADELPHIA, PA 19103

Montgomery County Law Reporter

PROOF OF PUBLICATION OF NOTICE

COMMONWEALTH OF PENNSYLVANIA }
COUNTY OF MONTGOMERY } SS:

William J. Mansfield

....., business manager, of the Montgomery County Law Reporter, being duly affirmed according to law, deposes and says that the Montgomery County Law Reporter is the duly designated legal newspaper for Montgomery County, Pennsylvania, which legal newspaper was established in 1885, and is published at 100 West Airy Street, Norristown, Montgomery County, Pennsylvania; and that a copy of the printed notice of publication is attached hereto exactly as printed or published in the issue or issues of said legal newspaper on the following date or dates:

Copy of notice

Thursday.....July 9, 1987.....

NOTICE IS HEREBY GIVEN THAT Articles of Incorporation were filed with the Department of State of the Commonwealth of Pennsylvania, at Harrisburg, Pennsylvania, on June 24, 1987, for the purpose of obtaining a Certificate of Incorporation pursuant to the provisions of the Professional Corporation Law of the Commonwealth of Pennsylvania, Act of July 9, 1970.
The name of the corporation is Wyndmoor Physical Medicine Group, P.C.
The purpose or purposes for which it was organized are: to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Professional Corporation Law of Pennsylvania, including but not limited to, the specialty of physical medicine and rehabilitation.
Ballard, Spahr, Andrews & Ingersoll
Solicitors
30 South 17th Street
Philadelphia, PA 19103

That affiant further states that he is the designated agent of Montgomery Bar Association, the owner of said legal newspaper, that he is not interested in the subject matter of the aforesaid notice or advertising, and that all the allegations of the aforesaid statement as to time, place, and character of publication are true.

William J. Mansfield

Affirmed and subscribed before me this

9th day of July

A. D. 19 87

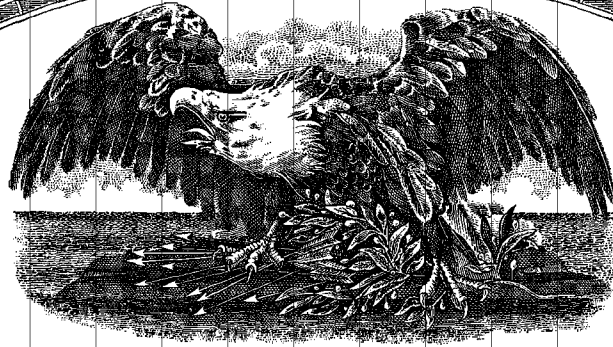
Elaine Marie Grohoski
Notary Public

MY COMMISSION EXPIRES:

ELAINE MARIE GROHOSKI, Notary Public
Norristown, Montgomery County, PA
My Commission Expires March 6, 1990.

William J. Mansfield, Inc.

NUMBER



SHARES

Wyndmoor Physical Medicine Group, P.C.

A PROFESSIONAL CORPORATION

INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA

Authorized Shares 1,000 Par Value \$1 Per Share

SPECIMEN

This Certifies that _____
of _____

is the owner
of _____
Shares of

Wyndmoor Physical Medicine Group, P.C.

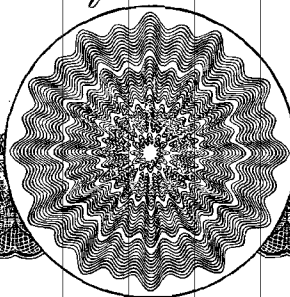
full paid and non-assessable, transferable only on the books of the Corporation in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers, and its Corporate Seal, to be hereunto affixed this _____ day of _____ A.D. 19__

SECRETARY

PRESIDENT

H. BURR KEIM, PHILA.



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common	UNIF GIFT MIN ACT	—	Custodian	under
TEN ENT	— as tenants by the entireties			(Cust)	(Minor)
JT TEN	— as joint tenants with right of survivorship and not as tenants in common			Uniform Gifts to Minors Act	(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint Attorney to transfer the said Shares, on the books of the within named Corporation, with full power of substitution, in the premises.

Dated 19

In presence of

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR WITHOUT ALTERATION OR ENGAGEMENT OR ANY CHANGE WHATSOEVER.