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ACCOUNT NO. : 072100000032

REFERENCE : 947608 164228A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 28 PM 2:55

ORDER DATE : December 28, 2000

ORDER TIME : 12:39 PM

ORDER NO. : 947608-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.

Suite 202
1375 Jackson Street
Fort Myers, FL 33901

400003516124--5

DOMESTIC FILING

NAME: GIFFORD CHIROPRACTIC &
NEURODIAGNOSTIC CENTER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 28 PM 1:15

12/28/00

00 DEC 28 PM 2:55

**ARTICLES OF INCORPORATION
OF
GIFFORD CHIROPRACTIC & NEURODIAGNOSTIC CENTER, P.A.**

The undersigned Incorporator, who is the subscriber to these Articles of Incorporation, in order to effect a duly incorporated Florida professional association, competent to contract, hereby forms a professional association under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this professional association is GIFFORD CHIROPRACTIC & NEURODIAGNOSTIC CENTER, P.A. The address of the professional association is 4930 Golden Gate Parkway, Naples, Florida 34116.

ARTICLE II

NATURE OF BUSINESS: The professional association may engage in any activity in the areas of chiropractic and pain management permitted under the laws of the United States and of this State. The purpose of the professional association is to provide chiropractic and/or related services to the patients of the professional association, and to provide ancillary services pertaining thereto.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this professional association is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the professional association will begin business is One Thousand Dollars (\$1,000.00).


ARTICLE V

TERM OF EXISTENCE: This professional association shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this professional association is 4930 Golden Gate Parkway, Naples, Florida 34116. The name of the initial registered agent of this professional association is Bruce A. Gifford.

Having been named to accept service of process for Gifford Chiropractic & Neurodiagnostic Center, P.A., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: 
Bruce A. Gifford

ARTICLE VII

DIRECTORS: The number of Directors shall be one (1) initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The name and address of the initial Director, who subject to the By-Laws of the Professional Association, shall hold office for the first year of existence of this Professional Association or until his successor is elected and has qualified is:

NAME AND ADDRESS
Bruce A. Gifford
4930 Golden Gate Parkway
Naples, FL 34116

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 28 PM 2:55

ARTICLE IX

SUBSCRIBERS: The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME AND ADDRESS
Bruce A. Gifford
4930 Golden Gate Parkway
Naples, FL 34116

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The professional association shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this professional association shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws, which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE PROFESSIONAL ASSOCIATION: A director or officer of the professional association shall not be disqualified by his office from dealing or contracting with the professional association either as a vendor, purchaser, or otherwise, nor shall any transaction or

contract of the professional association be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any professional association of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a professional association so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the professional association entitled to vote, nor shall any director or officer be liable to account to the professional association for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any professional association of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE XIV

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. All amendments shall require approval by the Board of Directors, then be proposed by them to the Shareholders, and then receive approval at a shareholders' meeting by no less than eighty-five (85%) percent of all stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Professional Association with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Professional Association and their activity on behalf of the Professional Association in such official capacity, the Professional Association shall, to the extent

allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Professional association, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Professional association, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 20th day of ~~October, 2000~~ December, 2000.

Witnesses:

Carol handes
Carol handes
 (Print or type name)

Maria M. Baez
Maria M. Baez
 (Print or type name)

GIFFORD CHIROPRACTIC &
 NEURODIAGNOSTIC CENTER, P.A.,
 a Florida professional association

Bruce A. Gifford
 Bruce A. Gifford, Incorporator

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 DEC 28 PM 2:55

STATE OF FLORIDA
 COUNTY OF COLLIER

I HEREBY CERTIFY that before me this day, personally appeared, Bruce A. Gifford, to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 20th day of ~~October~~ December, 2000.

Angela M. Sanders
 Notary Public
 Name: Angela M. Sanders
 Serial No. CC 895892
 (SEAL)

My Commission Expires: 12-15-03

