

**Berger  
Davis &  
Singerman**  
Professional Association

200 N.E. Third Avenue, Suite 400  
Fort Lauderdale, Florida 33301  
Phone: 954.525.9900  
Fax: 954.523.2872

March 4, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Perdeck Chiropractic Enterprises, Inc.  
Our File No. 4883.002**

Dear Sir or Madam:

Enclosed are the original and copy of the Articles of Incorporation of this proposed corporation. Please file same and return a "filed" copy to the undersigned.

A check in the amount of \$70.00 is enclosed for the filing fee.

Sincerely,

BERGER DAVIS & SINGerman

*Robin L. Goldston*  
Robin L. Goldston  
Legal Assistant

Enc.

cc: Lee Perdeck, D.C. (w/enc.)  
Leonard K. Samuels, Esq.

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FILED  
98 MAR -5 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAR -5 AM 10:05  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
PERDECK CHIROPRACTIC ENTERPRISES, INC.  
A FLORIDA CORPORATION

FILED  
98 MAR -5 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Perdeck Chiropractic Enterprises, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

200 Southeast First Street, Suite 500  
Miami, Florida 33131

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his 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 are as follows:

<u>Name</u>	<u>Address</u>
LEE PERDECK, D.C.	200 Southeast First Street Suite 500 Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

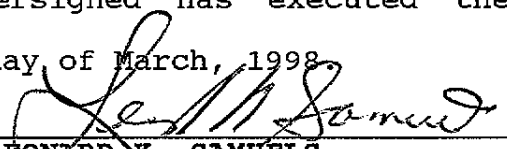
<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	100 N.E. Third Avenue, #400 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 1998.

  
\_\_\_\_\_  
LEONARD K. SAMUELS  
Incorporator

STATE OF FLORIDA            )  
                                  ) ss:  
COUNTY OF BROWARD        )

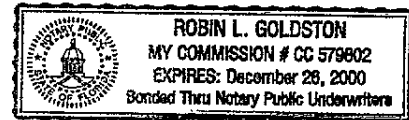
Sworn to and subscribed before me this 4th day of March, 1998,  
by LEONARD K. SAMUELS.

(X ) Personally known to me; or

(   ) Produced Identification; Type of Identification produced  
\_\_\_\_\_.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*  
Print Name: Robin L. Goldston  
Commission No.: CC 579802  
My Commission Expires: 12/26/2000



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of PERDECK CHIROPRACTIC ENTERPRISES, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of PERDECK CHIROPRACTIC ENTERPRISES, INC.

Date: March 4, 1998

*Leonard K. Samuels*  
LEONARD K. SAMUELS  
Initial Registered Agent