

A9500000951

SINGER AND ZANE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JEFFREY P. ZANE *

MICHAEL S. SINGER, J.D., LL.M.

* MEMBER OF
FLORIDA & NEW YORK BARS

NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY
SUITE 330

WEST PALM BEACH, FLORIDA 33400

MIAMI OFFICE
8401 N.W. 37TH TERRACE
SUITE 204
MIAMI, FLORIDA 33166
(305) 893-2048

TELEPHONE (407) 471-1002
NATIONWIDE (800) 226-1484
TELEFAX (407) 471-8777

REPLY TO:
WEST PALM BEACH

June 8, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001511798
-06/13/95--01055--002
***1785.00 ***1785.00

RE: CHIROPRACTIC ENTERPRISES, LTD.

Ladies/Gentlemen:

In connection with the above mentioned limited partnership, please find enclosed the following original documents for filing:

Agreement of Limited Partnership;

Certificate of Limited Partnership with Affidavit of Contributions incorporated; and

Our trust account check totaling \$1,785.00 representing \$1,750 for filing fees and \$35.00 for registered agent fee.

Upon completion of this filing please forward any confirmation to this office at the above address.

If you should need any additional information, please do not hesitate to contact me at the above telephone number.

Thank you,


Kelly J. Conaughty
Legal Assistant

FILED
1995 JUN 26 AM 8:57
TALLAHASSEE, FLORIDA

~~1789, 654, 655, 671~~
6/26/95a



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 15, 1995

KELLY J. CONAUGHTY, LEGAL ASSISTANT
701 NORTHPOINT PKWY., STE. 330
WEST PALM BEACH, FL 33409

SUBJECT: CHIROPRACTIC ENTERPRISES, LTD.
Ref. Number: W95000012186

We have received your document for CHIROPRACTIC ENTERPRISES, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve. *See paragraph # 5, 6/6/2045*

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document. *Please see revised paragraph #3*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 395A00029355

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1995 JUN 26 AM 8:57
TALLAHASSEE, FLORIDA

CHIROPRACTIC ENTERPRISES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes, §620.108, the undersigned Partners heroby make, acknowledge, and file this Certificate of Limited Partnership for CHIROPRACTIC ENTERPRISES, LTD. hereinafter referred to as the Partnership.

1. The name of the Partnership is CHIROPRACTIC ENTERPRISES, LTD.

2. The initial purpose of the Partnership is to own, hold, maintain, sell, exchange and otherwise invest in the stock of corporations, general or limited partnership interests, real estate, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonably incident thereto. The Partnership may also specifically invest in stocks, bonds, and any other investment it sees fit, including purchase of said stocks, bonds and other investments in cash, on margin, buying and selling long and short, and may purchase such stocks and bonds on margin or directly; the Partnership may also purchase futures, options, puts, calls, etc. at the discretion of the general partner. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Uniform Limited Partnership Act of Florida.

3. The principal place of business and the mailing address of the Partnership shall be located at 136 West Boynton Beach Boulevard, Boynton Beach, Florida, 33435 or such other place as the General Partner may from time to time designate. The name and address of the Resident Agent is, Michael S. Singer, 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida, 33407.

4. The name and address of each Partner is as follows:

GENERAL PARTNER:

NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust Agreement dated March 23, 1995

136 West Boynton Beach Boulevard, Boynton Beach, Florida, 33435

LIMITED PARTNERS:

NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust Agreement dated March 23, 1995

136 West Boynton Beach Boulevard, Boynton Beach, Florida, 33435

WAYNE HORWITZ, as Trustee of the Gregg M. Rosen Irrevocable Trust Agreement for the benefit of Neal B. Rosen dated July 24, 1991

3511 West Commercial Blvd., Suite 402, Fort Lauderdale, Florida, 33309

5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partnership shall continue in accordance with the filing of this Certificate of Limited Partnership until June 6, 2045, unless sooner terminated in accordance with the Agreement of Limited Partnership.

6. The General Partner has contributed the property listed on Schedule "A" to the capital of the Partnership. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may voluntarily contribute additional capital in exchange for additional authorized but unissued limited partnership units, or may instead elect to increase such Limited Partner's basis in existing partnership units, at the election of such Limited Partner.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner shall only have the right to assign and transfer any or all of his Limited Partnership Interest as restricted by the Agreement of Limited Partnership.

11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership agreement.

12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the General and Limited Partners have hereunto set their hands and seals on the 6th day of June, 1995.

GENERAL PARTNER:



NEAL B. ROSEN, as Trustee of the
Gregg M. Rosen Revocable Trust
Agreement dated March 23, 1995

LIMITED PARTNERS:



NEAL B. ROSEN, as Trustee of the
Gregg M. Rosen Revocable Trust
Agreement dated March 23, 1995



WAYNE HORWITZ, as Trustee of the
Gregg M. Rosen Irrevocable Trust
Agreement for the benefit of Neal B.
Rosen dated July 24, 1991

FILED
1995 JUN 26 AM 8:57
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned Notary Public in and for said State and County, personally appeared NEAL B. ROSEN, by NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust Agreement dated March 23, 1995, General Partner; and the following Limited Partners: NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust Agreement dated March 23, 1995, WAYNE HORWITZ, as Trustee of the Gregg M. Rosen Irrevocable Trust Agreement for the benefit of NEAL B. ROSEN dated July 24, 1991, Limited Partners to the above Certificate of Limited Partnership; known to me and who swore that they did sign the foregoing instrument for themselves and that the same was their free act and deed in such capacity.

The foregoing Certificate of Limited Partnership for CHIROPRACTIC ENTERPRISES, LTD. was subscribed, sworn to, and acknowledged before me this 6th day of June, 1995, by NEAL B. ROSEN, who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.


NOTARY PUBLIC
My Commission Expires:



FILED
1995 JUN 26 AM 8:58
TALLAHASSEE, FLORIDA

SCHEDULE "A"

AFFIDAVIT

The undersigned, being duly sworn, depose and state that the foregoing statement of capital contributions to CHIROPRACTIC ENTERPRISES, LTD. PARTNERSHIP is true and correct. Further, the partners (both general and limited) acknowledge that they may make additional capital contributions to the partnership in respect to the total authorized (7,000,000) partnership units, although at this time only 4,690,000 total partnership units have been issued.

<u>General Partner</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
NEAL ROSEN, Trustee of the Gregg M. Rosen Revocable Trust Agreement dated March 23, 1995	1%	\$ 46,900.00	46,900

<u>Limited Partners</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
NEAL B. ROSEN, Trustee of the Gregg M. Rosen Revocable Trust, dated March 23, 1995	97.3%	\$ 4,563,100.00	4,563,100
WAYNE HORWITZ, as Trustee of the Gregg M. Rosen Irrevocable Trust Agreement for the Benefit of Neal B. Rosen, dated July 24, 1991	1.7%	\$ 80,000.00	80,000

Total Limited Partner Interests	99%	\$ 4,643,100.00	4,643,100
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TOTAL PARTNERSHIP INTERESTS	100%	\$ 4,690,000.00	4,690,000
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GENERAL PARTNER:

Neal B. Rosen

NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust Agreement, dated March 23, 1995

LIMITED PARTNERS:

Neal B. Rosen

NEAL B. ROSEN, as Trustee of the Gregg M. Rosen Revocable Trust, dated March 23, 1995

Wayne Horwitz

WAYNE HORWITZ, as Trustee of the Gregg M. Rosen Irrevocable Trust Agreement for the Benefit of Neal B. Rosen, dated July 24, 1991

FILED
1995 JUN 26 AM 8:58
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served.

The following is submitted, in compliance with Florida Statutes:

CHIROPRACTIC ENTERPRISES is a Limited Partnership organized under the laws of the State of Florida, with its principal office located at 136 WEST BOYNTON BEACH BOULEVARD, BOYNTON BEACH, FLORIDA 33435 in the County of Palm Beach, State of Florida. CHIROPRACTIC ENTERPRISES has named Michael S. Singer, Esquire, SINGER AND ZANE, P.A., 701 Northpoint Parkway, Suite #330, West Palm Beach, Florida 33407, its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept Service of Process at the designated address in Florida) in some conspicuous place in the office as required by law.


MICHAEL S. SINGER, ESQUIRE

FILED
JUN 26 AM 8:00
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Candice McDermott
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 19 AM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000951

CHIROPRACTIC ENTERPRISES, LTD.

Mailing Address

136 WEST BOYNTON BEACH BLVD.
BOYNTON BEACH FL 33435

Principal Office Address

136 WEST BOYNTON BEACH BLVD.
BOYNTON BEACH FL 33435

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Beg. to Do Business in
FLORIDA
06/26/1995

3a. Date of Last Report

4. State of Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$4,690,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
4,690,000.

6. FEI Number

65-0585448

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

SINGER, MICHAEL S
701 NORTHPOINT PARKWAY
SUITE 330
WEST PALM BEACH FL 33407

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

NEAL B. ROSEN, AS TRUSTEE

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

136 WEST BOYNTON BEAC

11b. City, State & Zip Code

BOYNTON BEACH FL 3343

11c. Registration/
Document Number

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.02(3)(4), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.02(1)(k) in the event that the information supplied is determined exempt from public access. I further certify that the information indicated on this annual report is true and accurate, and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

Telephone Number