



THE UNITED STATES
CORPORATION
COMPANY

P0200000000015

FILED

2002 JAN -2 AM 10:19

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE FLORIDA

REFERENCE : 581609 11395A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 2, 2002

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ORDER NO. : 581609-005

CUSTOMER NO: 11395A

CUSTOMER: Angie Sherbrook, Legal Asst
Rene Vandevorrde, P.a.

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*****78.75 *****78.75

1327 North Central Avenue

Sebastian, FL 32958

DOMESTIC FILING

NAME: SEBASTIAN CHIROPRACTIC, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
02 JAN -2 PM 1:37
IN PRESENCE OF STATE
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA
JEL
2002

ARTICLES OF INCORPORATION

OF

SEBASTIAN CHIROPRACTIC, P.A.

FILED
CLERK OF STATE
CORPORATIONS
02 JAN -2 AM 10:19

The undersigned natural person, competent and licensed to practice Chiropractic Medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is SEBASTIAN CHIROPRACTIC, P.A.

ARTICLE II - DURATION

This corporation shall exist for a period of perpetuity.

ARTICLE III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of chiropractic medicine, and all its fields of specializations, as are engaged in by chiropractors.
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be chiropractors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of One Dollar (\$1.00) each.

All stock issued by this corporation shall be fully paid and non-assessable and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

Shares of the corporation's stock and certificates shall be issued only to certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

The shares of stock to be issued by the corporation shall be subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, stockholder must, by giving written notice of such desire to a majority of Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE V - PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation

of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND
MAILING ADDRESS AND CORPORATION PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is 1327 North Central Avenue, Sebastian, Florida 32958 and the name of the initial registered agent of this corporation located at that address is Rene' G. VanDeVoorde.

The Principal Office of the Corporation is 13250 U.S. Highway #1, Sebastian, Florida 32958.

ARTICLE VII - INCORPORATION

The names and address of the persons signing these articles as subscribers are:

<u>Name and Address</u>	<u>Number of Shares</u>
Jeffrey Scott Stepanek 13250 U.S. Highway #1 Sebastian, FL 32958	100

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and officers

of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follow:

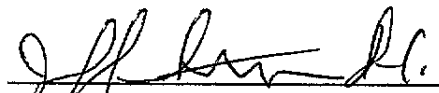
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jeffrey Scott Stepanek	President/Secretary Treasurer/Director	13250 U.S. Highway #1 Sebastian, FL 32958

There shall be one director initially. The number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the of this corporation shall be managed under the direction of, the shareholders of this corporation. All references in these Articles of Directors shall be interpreted to mean shareholders where applicable.

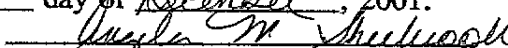
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles this First day of December, 2001.


Jeffrey Scott Stepanek

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JEFFREY SCOTT STEPANEK, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 31 day of December, 2001.


Notary Public, State of Florida
My Commission Expires:



Angela M. Sherbrook
MY COMMISSION # CC987477 EXPIRES
March 3, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT SEBASTIAN CHIROPRACTIC, P.A.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
SEBASTIAN STATE OF FLORIDA, HAS NAMED Rene' G. VanDeVoorde

(NAME OF REGISTERED AGENT)

LOCATED AT 1327 North Central Avenue

(STREET ADDRESS AND NUMBER OF BUILDING,

POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Sebastian, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE President

DATE: 12-31-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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.

SIGNATURE

(RESIDENT AGENT)

DATE: 12-31-01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA