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May 15, 2002

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

In re: INCORPORATION OF TOTAL VITALITY CHIROPRACTIC, PA.

Dear Sir:

Enclosed please find original and one copy of ARTICLES OF INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT, along with a check in the amount of \$122.50 for the appropriate filing fee regarding the above styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the ARTICLES OF INCORPORATION to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Marc A. Tenney

MAT/pmf
Enclosures

Cc: Jan Marie Lundberg, DC

02 MAY 20 AM 10:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2 MAY 21 2002

ARTICLES OF INCORPORATION
OF
TOTAL VITALITY CHIROPRACTIC, P.A.
A FLORIDA PROFESSIONAL SERVICE CORPORATION

02 MAY 20 AM 10:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I. NAME

The name of this Corporation shall be **TOTAL VITALITY CHIROPRACTIC, P.A.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This Corporation's duration shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

A. License

This Corporation is specifically formed for rendering the same professional service to the public that any duly licensed Doctor of Chiropractic Medicine, under the laws of this state, is authorized to render.

B. Powers

The powers of the Corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this Corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event the provisions and sections of the said Professional Service Corporation Act shall take precedence.
2. Request changes in the Certificate of Incorporation at any time pursuant to law.
3. Change the street address in this state of the principal office of the Corporation and to establish, from time to time, other locations for corporate

operations pursuant to the By-laws, and without the necessity of amending the Certificate of Incorporation.

4. Invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.

5. Purchase and acquire, in accordance with law and the By-laws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer or otherwise dispose of the said shares.

C. Conflict of Interest

Provided due notice is given to this Corporation:

1. No contract or other transaction between this Corporation and any other Corporations shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of such other Corporation.

2. Any director of this Corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested.

3. No contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any director or officer of this Corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This Corporation is being organized for the purpose of the practice of chiropractic medicine and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. CAPITAL STOCK

This Corporation shall have the authority to issue 1,000 par value shares of common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the Personal Representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At The Corporation's Principal Office."

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this Corporation's initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this Corporation's By-laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the initial Board of Directors are:

JAN MARIE LUNDBERG, DC, 416 - 7th Avenue North, Tierra Verde FL 33715

ARTICLE IX. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE X.

PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE AND AGENT

The address of this Corporation's principal office and the address of this Corporation's initial registered office shall be:

416 - 7th Avenue North, Tierra Verde FL 33715

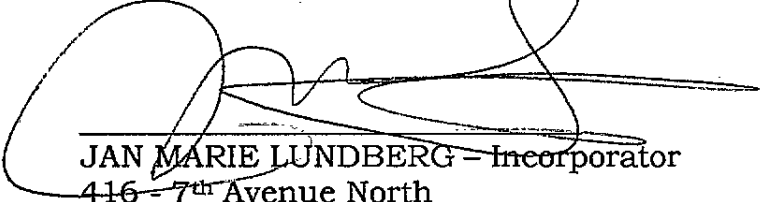
The name of the individual who shall serve as this Corporation's initial registered agent at that address is: JAN MARIE LUNDBERG, D.C.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's incorporator is: JAN MARIE LUNDBERG, D.C., 416 - 7TH Avenue North, Tierra Verde, FL 33715.

ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



JAN MARIE LUNDBERG - Incorporator
416 - 7th Avenue North
Tierra Verde, FL 33715

I hereby accept my designation as resident agent and agree to serve as the resident agent of TOTAL VITALITY CHIROPRACTIC, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for TOTAL VITALITY CHIROPRACTIC, P.A.



JAN MARIE LUNDBERG - Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On May 15, 2002, JAN MARIE LUNDBERG, designated above as the individual who shall serve as this Corporation's initial registered agent and incorporator, and who is personally known to me, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of TOTAL VITALITY CHIROPRACTIC, P.A.



NOTARY PUBLIC



Priscilla M. Foley
MY COMMISSION # CC786128 EXPIRES
December 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

02 MAY 20 AM 10:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS