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#### Mark W. Garrett, P.A.

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markwgarrett@earthlink.net

April 16, 2003

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

Re: Alberto deArrigoitia, P.A.

Our File No: 00.667

Dear Madam or Sir,

Enclosed is the original and one copy of Articles of Incorporation for the abovenamed corporation, together with our check in the total sum of \$78.75 to cover your filing fee and the cost of a certified copy. Please return the certified copy to the undersigned at the above referenced address.

Should you have any questions or require anything further, please feel free to call our office.

Sincerely,

**Y**egina Sp<del>e</del>linova Legal Assistant

/rs

**Enclosures** 

## ARTICLES OF INCORPORATION OF Alberto deArrigoitia, P.A.

The undersigned incorporator(s), being duly licensed to practice chiropractic medicine under the laws of the State of Florida, hereby adopt(s) these Articles of Incorporation to form Alberto deArrigoitia, P.A. (the "Corporation"), as a corporation under the Professional Service Corporation and Limited Liability Company Act of the Florida Statutes, and other laws of the State of Florida.

## ARTICLE I

The name of the Corporation is "Alberto deArrigoitia, P.A."

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 746 Roughbeard Rd., Winter Park, FL 32792.

### ARTICLE III PURPOSE

The Corporation is formed for the sole and specific purpose of rendering professional services in every phase and aspect of the practice of chiropractic medicine; provided, however, that the Corporation may, in addition, invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services in the practice of chiropractic medicine.

## ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

# E II • MAILING ADDRESS s of the Corporation is 746 Roughbeard

#### CAPITAL STOCK

The total authorized capital stock of the Corporation shall be ten thousand (10,000) shares of common stock having a par value of ten cents (\$0.10) per share.

None of the shares of the Corporation may be issued to anyone other than a professional service corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional services in the practice of medicine in the State of Florida.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 746 Roughbeard Rd., Winter Park, FL 32792. The name of the initial registered agent at that address is Alberto deArrigoitia.

#### ARTICLE VII BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name(s) and address(es) of the person(s) who are/is to serve as initial Director(s) until the first annual meeting of the shareholders of the Corporation or until successor Directors are/is elected and shall gualify are/is as follows:

Name Address

Alberto deArrigoitia 746 Roughbeard Rd., Winter Park, FL 32792

## ARTICLE VIII INCORPORATOR(S)

The name(s) and address(es) of the sole incorporator(s) of the Corporation is/are:

Name Address

Alberto deArrigoitia 746 Roughbeard Rd., Winter Park, FL 32792

### ARTICLE IX RESTRAINT ON ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation's bylaws or any shareholders agreement among the Corporation and its shareholders.

## ARTICLE X DISQUALIFICATION OF SHAREHOLDER TO PRACTICE

If any shareholder of the Corporation who has been rendering professional services in the practice of chiropractic medicine to the public becomes legally disqualified to render such professional services in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services, that shareholder's shares of the Corporation's stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this \_/5 day of April, 2003.

Alberto deArrigoitia, incorporator

#### ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this /5 day of April, 2003.

deArrigoitia, Registered Agent