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LAW OFFICE OF  
JEFFREY L. SAUEY, P.A.  
1721 S.E. 16TH AVENUE, SUITE 101  
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JEFFREY L. SAUEY\*\*  
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December 31, 2004

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

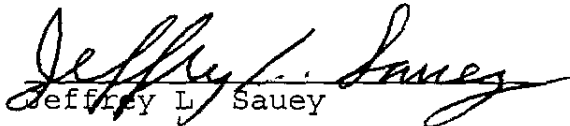
Re: Michelle M. Zielecki, D.C., P.A.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Michelle M. Zielecki, D.C., P.A. which need to be filed with the State of Florida. Please return to me a certified copy of the Articles of Incorporation once they are filed. I have enclosed a check in the amount of \$78.75, representing the required fees.

Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,

  
Jeffrey L. Sauey

JLS:llg  
Enclosures

RECEIVED  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
JAN 1 2005

ARTICLES OF INCORPORATION OF

MICHELLE M. ZIELECKI, D.C., P.A.

The undersigned natural person, licensed to practice as a chiropractic physician in the state of Florida, is acting as the incorporator of a professional service corporation under the provisions of Chapter 607 and 621, Florida Statutes, as amended from time to time, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be MICHELLE M. ZIELECKI, D.C., P.A.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation shall be 7428 S.E. 114<sup>th</sup> Lane, Belleview, Florida 34420.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this professional service corporation and the purpose thereof is to render professional chiropractic services to the general public and to do all things in connection therewith that are customarily done by a licensed chiropractor under the laws of the state of Florida, and in accordance with the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the laws of the state of Florida, and in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for rendering services of the practices of chiropractic care.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a par value of \$0.01 per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE VI

PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

LIMITATION ON ISSUANCE AND TRANSFER OF STOCK

A. No shares of stock of this Professional Association shall be issued to anyone other than an individual who holds a license to practice as a chiropractic physician in the state of Florida and who is otherwise duly licensed and legally authorized to render the

same specific professional services as those for which the Professional Association was incorporated. No Shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that persons stock.

B. If any officer, shareholder, agent, or employee of this Professional Association who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that persons continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this Professional Association.

C. No Shareholder of this Professional Association may sell or transfer any shares in this Professional Association except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a Shareholder of this Professional Association.

#### ARTICLE IX

##### DESIGNATION OF REGISTERED AGENT INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as MICHELLE M. ZIELECKI. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 7428 S.E. 114<sup>th</sup> Lane, Belleview, Florida 34420. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

#### ARTICLE X

##### DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE XI

INITIAL DIRECTORS

The name and street address of the member of the first Board  
of Directors is:

MICHELLE M. ZIELECKI, D.C.  
7428 S.E. 114<sup>th</sup> Lane  
Bellevue, Florida 34420

The above named Director shall hold office for the first year  
of existence of the corporation or until his successor is elected  
or appointed and has qualified.

ARTICLE XII

SUBSCRIBER

The name and street address of the undersigned as subscriber  
to these Articles of Incorporation is:

MICHELLE M. ZIELECKI, D.C.  
7428 S.E. 114<sup>th</sup> Lane  
Bellevue, Florida 34420

The undersigned as subscriber certifies that the stock  
subscribed for will not be less than the amount of capital with  
which the corporation shall begin business.

ARTICLE XIII

INDEMNITY OF DIRECTORS AND OFFICERS

A. Power to Indemnify -- Third Part Actions. The  
Professional Association shall have power to indemnify any person  
who was or is a party or is threatened to be made a party to any  
threatened, pending or completed action, suit or proceeding,  
whether civil, criminal, administrative or investigative (other  
than an action by or in the right of the Professional Association)  
by reason of the fact that he is or was a director, officer,  
employee or agent of another corporation, partnership, joint  
venture, Trust or other enterprise, against expenses (including  
attorneys' fees), judgments, fines and amounts paid in settlement  
actually and reasonably incurred by him in connection with such  
action, suit or proceeding if he acted in good faith and in a  
manner he reasonably believed to be in good faith and in a manner  
he reasonably believed to be in or not opposed to the best  
interests of the Professional Association, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

B. Power to Indemnify -- Action Brought in the Right of the Professional Association. The Professional Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Professional Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Professional Association, or is or was serving at the request of the Professional Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Professional Association and except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Professional Association unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

C. Right to Indemnification. To the extent that a director, officer, employee or agent of the Professional Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in clauses A and B, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. Determination of Entitlement to Indemnification. Any indemnification under clauses A and B, unless ordered by a Court, shall be made by the Professional Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the

circumstances because he has met the applicable standard of conduct set forth in clauses A and B. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or (3) by the Shareholders.

E. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Professional Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause D upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Professional Association as authorized in this Section.

F. Savings Clause. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIV

##### BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.



ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XVI

DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

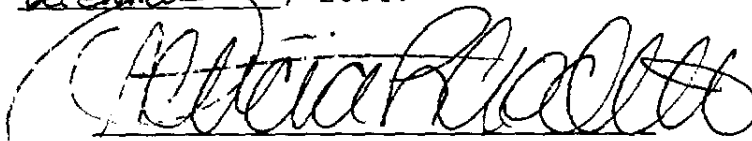
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of December, 2004.

  
MICHELLE M. ZIELECKI, D.C.

STATE OF FLORIDA )  
COUNTY OF MARION )

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared MICHELLE M. ZIELECKI, D.C., who is personally known to me or who produced a driver's license as identification and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 30th day of December, 2004.

  
Notary Public



Leticia L. Godette  
Commission # DD281296  
Expires February 6, 2008  
Bonded Troy Fahn - Insurance, Inc. 800-365-7019

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

MICHELLE M. ZIELECKI, D.C.  
7428 S.E. 114<sup>th</sup> Lane  
Bellevue, Florida 34420

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

Michelle M. Zielecki  
MICHELLE M. ZIELECKI, D.C.

SEP 13 PM 1:46  
STATE  
OF FLORIDA