

PO5000032738

LAW OFFICES  
BECKER & POLIAKOFF, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment & Name change  
LFS  
4-14-05



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 31, 2005

BECKER & POLIAKOFF, P.A.  
2500 Maitland Center Parkway, Suite 209  
Maitland, FL 32751

SUBJECT: CHIROPRACTIC PHYSICIANS & ASSOCIATES, INC.  
Ref. Number: P05000032738

We have received your document for CHIROPRACTIC PHYSICIANS & ASSOCIATES, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

We are returning your check for \$78.75 to be replaced by one in the correct amount of \$43.75.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson  
Document Specialist Supervisor

Letter Number: 005A00021927

*Corrected!  
Thank you!*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CHIROPRACTIC PHYSICIANS & ASSOCIATES, INC.**

The purpose of this first amendment is to change the name of the corporation to **CHIROPRACTIC PHYSICIANS & ASSOCIATES, P.A.** and to amend and restate the Articles of Incorporation. This amendment was adopted by the undersigned incorporators. Shareholder action was not required.

**ARTICLES OF INCORPORATION**

**OF**

**CHIROPRACTIC PHYSICIANS & ASSOCIATES, P.A.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a professional association pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I  
NAME**

The name of this Association shall be **CHIROPRACTIC PHYSICIANS  
& ASSOCIATES, P.A.**

**ARTICLE II  
COMMENCEMENT OF ASSOCIATION EXISTENCE**

This Association shall commence corporate existence upon the filing of these articles and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
PURPOSES AND GENERAL POWERS**

The specific nature of the business of this professional association is to provide general chiropractic care to patients and to provide other medical services to patients within the skill sets and expertise of the licensed physicians. This Association shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV  
CAPITAL STOCK**

**A. Number and Class of Shares Authorized; Par Value.**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
10,000,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Association.

**B. Voting Rights.**

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Association.

**ARTICLE V  
PRINCIPAL BUSINESS OFFICE**

The principal business office of this association shall be located at: 682 Brydie Court, Casselberry, Florida 32707.

**ARTICLE VI  
MAILING ADDRESS**

The mailing address of this Association shall be: 682 Brydie Court, Casselberry, Florida 32707.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Association shall be located at: 682 Brydie Court, Casselberry, Florida 32707, and the initial registered agent of the Association at that address shall be DAVID PIESKI. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This Association shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws. The name and street address of the initial director of this Association is:

DAVID PIESKI  
682 Brydie Court, Casselberry, Florida 32707

Cori Rodriguez  
682 Brydie Court, Casselberry, Florida 32707

Directors may be removed with or without cause.

**ARTICLE IX  
INCORPORATORS**

The names and street addresses of the persons signing these Articles as Incorporator are:

David Pieski  
682 Brydie Court  
Casselberry, Florida 32707

Cori Rodriguez  
682 Brydie Court  
Casselberry, Florida 32707

**ARTICLE X  
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE XI  
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Association shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XII  
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Association's debts to any extent.

#### **ARTICLE XIII AMENDMENT**

This Association 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 XIV HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a association under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set his hand and seal:

3/10/05  
Date

David Pieski  
David Pieski

Cori Rodriguez  
Cori Rodriguez

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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2005 APR 13 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

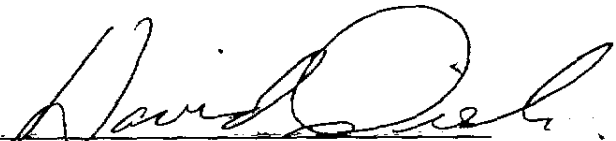
In compliance with Section 48.091, Florida Statutes, the following is submitted:

CHIROPRACTIC PHYSICIANS & ASSOCIATES, P.A., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 682 Brydie Court, Casselberry, Florida 32707, has named and designated David Pieski as its registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named association, 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of March, 2005.

  
\_\_\_\_\_  
David Pieski  
Registered Agent

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