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From: Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : 120000000257  
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FLORIDA PROFIT CORPORATION OR P.A.

ONE GRAND TO SELL, INC.

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34

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APPROVED  
AND

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ONE GRAND TO SELL, INC.**

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 ONE GRAND TO SELL, INC.

**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
10,000.00	\$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.

LAW OFFICES  
BECKER & POLLAKOFF, P.A. • 1500 MAITLAND CENTER PARKWAY • SUITE 208 • MAITLAND, FL 32751  
TELEPHONE (407) 875-0955

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259

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04/20 '05 13:32 NO.746 03/06

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**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: 1942 Lost Springs Court, Longwood, Florida 32779.

**ARTICLE VI  
MAILING ADDRESS**

The mailing address of this Association shall be: 1942 Lost Springs Court, Longwood, Florida 32779.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Association shall be located at: 1942 Lost Springs Court, Longwood, Florida 32779, and the initial registered agent of the Association at that address shall be GREGORY F. BUCKLEY. 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 one (1) director 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:

GREGORY F. BUCKLEY  
1942 Lost Springs Court  
Longwood, Florida 32779

Directors may be removed with or without cause.

2  
LAW OFFICES  
BECKER & POLLAKOFF, P.A. • 2600 MAITLAND CENTER PARKWAY • SUITE 205 • MAITLAND, FL 32751  
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**ARTICLE IX  
INCORPORATORS**

The name and street address of the person signing this Article as Incorporator is:

GREGORY F. BUCKLEY  
1942 Lost Springs Court,  
Longwood, Florida 32779

**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**

3  
LAW OFFICES  
BECKER & POLLAKOFF, P.A. • 2500 MATTLAND CENTER PARKWAY • SUITE 209 • MATTLAND, FL 32751  
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219

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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:

4-20-05  
Date

  
GREGORY F. BUCKLEY

LAW OFFICES  
BECKER & POLLAKOFF, P.A. • 2500 MARIAN CENTER PARKWAY • SUITE 309 • MAITLAND, FL 32751  
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04/20 '05 13:33 NO.746 06/06

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

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

ONE GRAND TO SELL, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1942 Lost Springs Court, Longwood, Florida 32779, has named and designated Gregory F. Buckley 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 20<sup>th</sup> day of APRIL, 2005.

  
GREGORY F. BUCKLEY  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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TELEPHONE (407) 875-0953

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