

P93000062500

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

September 25, 1997

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

000002304320--1
-09/26/97-01008-001
*****35.00 *****35.00

Re: Articles of Restatement for Pierce Chiropractic
Clinic, Inc. (formerly known as Pierce Chiropractic
Clinic, P.A.)

Dear Sir:

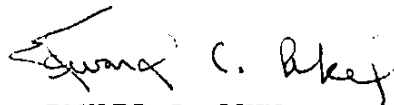
We enclose the following:

1. Original and copy of Articles of Restatement for Pierce Chiropractic Clinic, Inc. (formerly known as Pierce Chiropractic Clinic, P.A.), together with our check in the amount of \$35.00 for your fee for filing and furnishing us with an acknowledgement copy.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,


EDWARD C. AKEL

ECA/gp
Enclosures

cc: Burton A. Pierce, Jr., D.C.
Nick Simonic, C.P.A.

*Mail Portemint authorized
to add date of adoption
by shareholders.*

Restated Articles
W/Name L.F.T. 10-15-97
Charge
~~*789,530,671*~~

FILED
97 OCT 13 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

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October 10, 1997

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Restatement for Pierce Chiropractic
Clinic, Inc. (formerly known as Pierce Chiropractic
Clinic, P.A.)

Dear Sir:

Enclosed for reconsideration are:

1. Original and copy of Articles of Restatement for Pierce Chiropractic Clinic, Inc. (formerly known as Pierce Chiropractic Clinic, P.A.).
2. Certificate as to Articles of Restatement of Articles of Incorporation.

Also enclosed is a copy of your letter dated October 8, 1997.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,

Edward C. Akel/gp

EDWARD C. AKEL

ECA/gp
Enclosures



Gail
Please file asap!

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1997

Edward C. Akel, Esquire
% Holbrook, Akel, Cold, Stiefel & Ray
One Independent Drive, Suite 2301
Jacksonville, FL 32202-5059

SUBJECT: PIERCE CHIROPRACTIC CLINIC, P.A.
Ref. Number: P93000062500

We have received your document for PIERCE CHIROPRACTIC CLINIC, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 597A00049334

RECEIVED
97 OCT 13 AM 7:50
DIVISION OF CORPORATIONS

FILED

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF

97 OCT 13 AM 9: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PIERCE CHIROPRACTIC CLINIC, INC.
(formerly known as PIERCE CHIROPRACTIC CLINIC, P.A.)

The undersigned President and Chairman of the Board of Directors of this corporation, acting by direction and authorization of the Board of Directors of this corporation, hereby presents these Articles of Restatement of the Articles of Incorporation of this corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: PIERCE CHIROPRACTIC CLINIC, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state, including but not limited to practicing chiropractic and other medicine and related services through licensed chiropractic physicians and/or other licensed physicians and other licensed practitioners.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of,

and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence as re-stated shall begin 12:01 a.m. on filing.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

3101 University Boulevard, South
Jacksonville, Florida 32216

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be three (3).

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
BURTON A. PIERCE, D.C.	3101 University Boulevard, South Jacksonville, Florida 32216
MARK A. PIERCE, D.C.	3101 University Boulevard, South Jacksonville, Florida 32216
MATTHEW D. PIERCE, D.C.	3101 University Boulevard, South Jacksonville, Florida 32216

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
BURTON A. PIERCE, D.C.	3101 University Boulevard, South Jacksonville, Florida 32216

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X


The registered office shall be 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is EDWARD C. AKEL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 25th day of September, 1997.

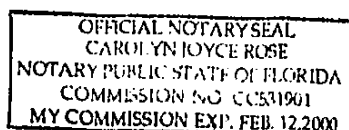

BURTON A. PIERCE, D.C., President


BURTON A. PIERCE, D.C., Chairman
of the Board of Directors

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Restatement of Articles of Incorporation were executed and acknowledged before me this 25th day of September, 1997 by BURTON A. PIERCE, D.C. as President and Chairman of the Board of Directors of PIERCE CHIROPRACTIC CLINIC, INC. formerly known as PIERCE CHIROPRACTIC CLINIC, P.A., on behalf of the corporation, ✓ personally known to me; or who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.


NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Carolyn Joyce Rose
My Commission Expires: 2/12/2000
Commission No.: CC 531901



FILED

97 OCT 13 AM 9:12

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Edward C. Akel
EDWARD C. AKEL

CERTIFICATE AS TO
ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION OF
PIERCE CHIROPRACTIC CLINIC, P.A.

This Certificate is executed in connection with Articles of Restatement to the Articles of Incorporation of PIERCE CHIROPRACTIC CLINIC, INC. P.A. to re-state it into a corporation under the name PIERCE CHIROPRACTIC CLINIC, INC. as follows:

1. The accompanying Articles of Restatement contain amendments to the Articles of Incorporation requiring shareholder approval and such amendments were approved by unanimous vote of all shareholders of this corporation entitled to vote and by the Board of Directors at a joint meeting held on September 25, 1997.

2. The effective date of this restatement shall be on filing.

PIERCE CHIROPRACTIC CLINIC, P.A.

BY Burton A. Pierce, Jr.
Burton A. Pierce, Jr., D.C.,
President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by BURTON A. PIERCE, JR., D.C., President and Chairman of the Board of Directors of PIERCE CHIROPRACTIC CLINIC, INC. P.A., a Florida corporation, on behalf of the corporation, ✓ personally known to me; _____ who has produced a Florida Driver's License as identification and who did take an oath and personally appeared before me.

Carolyn Joyce Rose
Notary Public, State of Florida
Print Name: Carolyn Joyce Rose
Commission No.: CC531901
My Commission expires: 2/12/2000

