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2/02/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: TRIPP, SCOTT, CONKLIN & SMITH

DEPARTMENT OF STATE

P.O. BOX 14245

STATE OF FLORIDA

409 EAST GAINES STREET

FT. LAUDERDALE FL 33302-0000

TALLAHASSEE, FL 32399

CONTACT: SANDRA TOMLIN

FAX: (904) 922-4000

PHONE: (305) 525-7500

FAX: (305) 761-8475

((H95000001366))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: B & F HOLDINGS INCORPORATED

FAX AUDIT NUMBER: H95000001366

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/02/1995

TIME REQUESTED: 13:38:02

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000065

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TALLAHASSEE, FLORIDA

95 FEB -2 PM 3:28

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95 FEB -2 PM 3:28

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FEB 02 '95 01:50PM TRIPP SCOTT

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P.2/4

FEB 01 '95 05:46PM

P.2/9

**ARTICLES OF INCORPORATION
OF
B & F HOLDINGS INCORPORATED**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

B & F HOLDINGS INCORPORATED

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of the practice of chiropractic and for transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

4959 Coconut Creek Parkway
Coconut Creek, Florida 33063

Prepared by: Matthew Zifrony, Esq.
Bar No. 0885487
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

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TALLAHASSEE, FLORIDA

FEB 02 '95 01:50PM TRIPP SCOTT

FEB 01 '95 05:40PM

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Mike Bach
4959 Coconut Creek Parkway
Coconut Creek, Florida 33063

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Mike Bach
4959 Coconut Creek Parkway
Coconut Creek, Florida 33063

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 19 day of February, 1995.


MIKE BACH, Incorporator

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


MIKE BACH, Registered Agent

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APR 18 1995 10:47AM TRIPP SCOTT CONKLIN & SMITH

No 6006 P. 1/2

4/18/95

FLORIDA DIVISION OF CORPORATIONS

10 47 AM

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

FROM: TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245

STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: SANDRA TOMLIN
PHONE: (305) 525-7500

FAX: (305) 761-8475

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DOCUMENT TYPE: DISSOLUTION

NAME: B & F HOLDINGS INCORPORATED
FAX AUDIT NUMBER: H95000004330

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No. 6006 Pg. 2/2

APR 17 '95 10:42AM TR1PPSCOTT

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95 APR 18 PM 1:44

**ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS
CORPORATION ACT
OF
B & F HOLDINGS INCORPORATED**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is B & F HOLDINGS INCORPORATED.
2. The Charter Number for the corporation is F95000008950.
3. The dissolution of the corporation was authorized by unanimous written consent of all the Directors and Shareholders of the corporation dated April 17, 1995.
3. The aforementioned written consent has been signed by the Directors and the Shareholders of the corporation or signed in their names by their duly authorized attorneys, so that the number of votes for dissolution was sufficient for approval.

These Articles of Dissolution shall be effective as of the date of filing with the Secretary of State.

B & F HOLDINGS INCORPORATED

By: 

MIKE BACH, President and Director

Prepared by: Matthew Zibney, Esq.
Bar No. 0025407
Tampa, Bay, County of Hills
P.O. Box 14307
St. Petersburg, FL 33702
(813) 525-7388

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