CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-887 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302	
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11-2529-7 PONDER'S INC., THOMASVALE, GA.

Piesse remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

#### SUNCOAST SPINAL CENTERS 701 N. HERCULES AVENUE SUITE A CLEARWATEH, FL 34625

95 11177 P 9 15

June 30, 1995

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

This is to advise you that I, as the former Managing Member of the following now dissolved Limited Liability Companies (the "LLC's"), or behalf of myself and the former Members of the LLC's, hereby agree that neither I nor any former Member of the LLC's ever intend to reactivate the LLC's, or to use the names of the LLC's to form new limited liability companies:

Suncoast Spinel Center of Tampa, L.C. Suncoast Spinel Center of New Port Richey, L.C. Suncoast Spinel Center of Clearwater, L.C.

Very truly yours,

Brian G. Wolstein, D.C. Former Managing Member

95 JUN 30 AM 11: 29

# ARTICLES OF INCORPORATION OF SUNCOAST SPINAL CENTER OF CLEARWATER, P.A.

The undersigned, being of legal age, natural person and duly licensed to practice chiropractic, physical therapy and medical testing for treatment of patients under the laws of the State of Florida, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

### ARTICLE I NAME AND ADDRESS

The name of this professional corporation shall be SUNCOAST SPINAL CENTER OF CLEARWATER, P.A. The mailing address of the corporation is: P.O. BOX 8550, CLEARWATER, FL 34618-8550. The address of the corporation's principal office is: 701 N. HERCULES AVENUE, SUITE A, CLEARWATER, FL 34625.

#### ARTICLE II PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice chiropractic, physical therapy and medical testing for treatment of patients within the State of Florida.

#### ARTICLE III CAPITAL STOCK AND PREEMPTIVE RIGHTS

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

Number of Shares Par Value
Authorized Per Share

1,000 \$.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just Valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided

that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

#### ARTICLE IV BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE V DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be at 701 N. HERCULES AVENUE, SUITE A, CLEARWATER, FL 34625, and the name of its initial registered agent at such address is BRIAN G. WOLSTEIN, D.C.

### ARTICLE VII COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

## ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Name

<u>Address</u>

Brian G. Wolstein, D.C.

701 N. Hercules Avenue Suite A Clearwater, FL 34625

### ARTICLE IX APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

### ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Brian G. Wolstein, D.C.

701 N. Hercules Avenue Suite A

Suite A

Clearwater, FL 34625

### ARTICLE XI CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XII CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

### ARTICLE XIII INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporators, has executed these Articles of Incorporation this \_/Y day of \_\_\_\_\_\_, 1995.

Brian G. Wolstein, D.C.

SECRETARY OF STATE
DIVISION OF CORPORATION
CESS 95 JUN 30 AM 11: 29

#### CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fia. Stat. §48.091, SUNCOAST SPINAL CENTER OF CLEARWATER, P.A., desiring to organize under the laws of the State of Florida hereby designates BRIAN G. WOLSTEIN, D.C., located at 701 N. HERCULES AVENUE, SUITE A, CLEARWATER, FL 34625, as its registered agent to accept service of process within the State of Florida.

#### **ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of <u>Fia</u>. <u>Stat</u>. §48.091(2) relative to maintaining an office for the service of process.

Brian G. Wolstein, D.C.

#### FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00 FILED SECRETARY OF STATE DIVISION OF GORPORATIONS FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State 98 SEP 16 AM 9: 39 1996 DIVISION OF CORPORATIONS P95000051114 (3) **DOCUMENT #** \$0000001953419 -1070746--01012--007 ++++233.75 \*+\*+233.75 SUNCOAST SFINAL CENTER OF CLEARWATER, P.A. Periodold Phien. This areas. Making Address 701 N. HERCULES AVE. SUITE A P.O. BOX 8530 CLEARWATER FL 34618-8550 CLEARWATER FL 34625 3. Date Incorporated or Qualified Ja. Date of Last Report 06/30/1995 2. Principal Place of Hejanesia 2a. Mailing Address 4. LLI Number 21 Applied For 26 Suite, Apt. #, etc. 59-3324064 Not Applicable Suite, Apt. #, etc. 22 \$8.75 Additional 5. Cartificate of Status Desired 27 Foo Required City A State City & State 6. Liection Campaign Financing 23 \$5.00 May Be 28 Trust Fund Contribution Zφ Added to Fees Country Country 8. This corporation has liability for intangible tax under a 199,002, 24 25 29 30 Florida Statutes XX Yus No 9, Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name WOLSTEIN, BRIAN G DC Street Address (P.O. Box Number is Not Acceptable) 62 701 N. HERCULES AVE., SUITE A **CLEARWATER FL 34625** 83 64 City Zip Code 11. Pursuant to the provisions of Sections 607,0502 and 607,1509, Florida Statules, the above-named corporation submits this statement for the purpose of changing its registered office firmiliar with, and accept the obligations of, Section 607,0505, Florida Statules. Cylingian's films on I underly commend infractional tithing and some wild section CIOII, Projectional Agent sugnature required when reinstating OFFICERS AND DIRECTORS 12. 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS II 12 CR2E034 (12/95) TITLE Ö DELETE 1 1 TITLE WOLSTEIN, BRIAN G DC Change ☐ Addition NAME 12 NAME 701 N. HERCULES AVE., SUITE A STREET ADDRESS 13 STREET ADDRESS CLEARWATER FL 34625 Cify - ST - Zip 14 CITY - ST - ZIP TITLE DELETE 2 1 TITLE Change Addition NAME 22 NAME STREET ADDRESS WOLSTEIN, KAREN 23 STREET ADDRESS 701 N. HERCULES AVE., SUITE A CITY - ST - 71P 24 CITY-ST-ZIP CLEARWATER FL 34625 TITLE DELETE 3 1 TITLE NAME ☐ Change ☐ Addition 32 NAME STREET ADDRESS 33 STREET ADDRESS CITY-ST-ZIP 34 CITY - ST - ZIP title DELETE 4 1 TITLE ☐ Change ☐ Addition NAME 4.2 NAME STREET ADDRESS 43 STREET ADDRESS CITY ST ZIE 4 4 CITY - ST - ZIP TITLE

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