

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

① Suncoast Spinal
 Center of Tampa Bay, P. A.
 ② Suncoast Spinal
 Center of New Port
 Richey, P. A.
 ③ Suncoast Spinal
 Center of Clearwater, P. A.

dB 6/30/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY *SKW* _____

WALK-IN Will Pick Up *6-30 1:00*

RECEIVED
 95 JUN 30 AM 9:25
 DIVISION OF CORPORATION

51887

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

000001527879
 -06/30/95--01013--004
 *****367.50 *****122.50

FILED STATE
 SECRETARY OF CORPORATIONS
 95 JUN 30 AM 11:29
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please 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
CLEARWATER, FL 34625**

95 JUN 27 11 06 AM
U.S. MAIL

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"), on 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 Spinal Center of Tampa, L.C.
Suncoast Spinal Center of New Port Richey, L.C.
Suncoast Spinal Center of Clearwater, L.C.

Very truly yours,

Brian G. Wolstein, D.C.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 <u>Authorized</u>	Par Value <u>Per Share</u>
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

Address

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
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 17 day of June, 1995.

Brian G. Wolstein, D.C.
Brian G. Wolstein, D.C.

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


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SECRETARY OF STATE
DIVISION OF CORPORATION

95 JUN 30 AM 11:29

Pursuant to Fla. 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 Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


Brian G. Wolstein, D.C.

