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CSC networks
PROFESSIONAL
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. : 0721 00 00 00

REFERENCE : 645978 3273E
Patricia Pyzdek

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 645978

CUSTOMER NO: 3273E

100001542881

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: FLORIDA CHIROPRACTIC
ALLIANCE, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUL 21 1995

FILED
95 JUL 21 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
FLORIDA CHIROPRACTIC ALLIANCE, INC.

FILED
95 JUL 21 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is FLORIDA CHIROPRACTIC ALLIANCE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 201 North Wymore Road, Winter Park, Florida 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| A.G.C. Co. | 2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter proscribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance

with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 20th day of July, 1995.

A.G.C. Co.

By:

Jerry R. Linscott
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of July, 1995, by Jerry R. Linscott of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____

D:\24467\95001\ARTICLES
07\20\95.klb



KAREN L. BOHN
MY COMMISSION # CC434547 EXPIRES
September 10, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

FILED
95 JUL 21 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FL 32304

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That FLORIDA CHIROPRACTIC ALLIANCE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Jerry R. Linscott
Vice President

DATED: July 20, 1995

P95000056660



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 493657 4329479

AUTHORIZATION : Patricia Pizick

COST LIMIT : \$ 87.50

ORDER DATE : August 12, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 493657-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: FLORIDA CHIROPRACTIC ALLIANCE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

97 AUG 12 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/12

John
Name
Change
CC

97 AUG 12 AM 10:45
RECEIVED
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

FLORIDA CHIROPRACTIC ALLIANCE, INC.

97 AUG 12 PM 12:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Articles of Amendment to the Articles of Incorporation of FLORIDA CHIROPRACTIC ALLIANCE, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on July 21, 1995, under Charter No. P95000056660:

1. All the members of the Board of Directors of the Corporation have recommended a proposed corporate name change to the shareholders of the Corporation, and the shareholders of the Corporation have unanimously voted to change the Corporation's corporate name from Florida Chiropractic Alliance, Inc. to Universal Healthcare Network, Inc. Therefore, Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

ARTICLE I

Name and Duration

"The name of the Corporation shall be UNIVERSAL HEALTHCARE NETWORK, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all the members of the Board of Directors and all the shareholders of the Corporation on the day of 7/14, 1997, and the number of votes cast for the name change amendment was sufficient for approval.

DATED this 14th day of July, 1997.

FLORIDA CHIROPRACTIC ALLIANCE,
INC., a Florida corporation

By: Dr. Adlai S. Green
As its President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
____ day of _____, 1997, by DR. ADLAI S. GREEN, as
President of FLORIDA CHIROPRACTIC ALLJANCE, INC., a Florida
corporation, on behalf of the corporation. He is personally known
to me or has produced _____ as
identification.



JUDITH ANN SERAFIN
COMMISSION # CC 524138
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

(Notary Signature)

(NOTARY SEAL)

Judith A Serafin

(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 524138