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July 31, 1995

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Florida Department of State
Division of Corporations
New Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for
Proprioceptive Management Inc.

FILED
1995 AUG -2 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

In enclosed with this letter an original copy of the Articles of Incorporation and the Certificate Designating Place of Business and Registered Agent for the above referenced corporation, together with a check in the amount of \$70.00 made payable to the Secretary of State for the filing fee and registered agent designation.

Please file enclosed Articles of Incorporation and assign a document number. Please also confirm your receipt of the enclosed Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,



Jerome Hennigan

JH/jjh
enclosure

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-08/02/95--01048--006
*****70.00 *****70.00

RECEIVED AUG 5 1995

ARTICLES OF INCORPORATION
OF
PROPRIOCEPTIVE MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

PROPRIOCEPTIVE MANAGEMENT, INC.

ARTICLE II

The object and purpose of the corporation, and the general nature of the business or businesses to be transacted, shall be all aspects of chiropractic and rehabilitation consulting and practice management and any other business permitted under the laws of Florida

ARTICLE III

The address of the principal office of the corporation in the State of Florida shall be:

931 N. State Road 434 Suite 1201-270
Altamonte Springs, Florida 32714

ARTICLE IV

The capital stock of the corporation shall consists of 100 shares of common stock, with par value of \$1.00.

ARTICLE V

The business of the corporation, shall be conducted by a board of not less than one(1) director.

The name and address of the director of the corporation is:

DR. CHRISTOPHER C. RECKSIEDLER,
931 N. State Road 434- Suite 1201-270
Altamonte Springs, Florida 32714

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ARTICLE VI

The officers of the corporation shall be a President, and, Treasurer and Secretary. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

DR. CHRISTOPHER C. RECKSIEDLER/PRESIDENT
DR. CHRISTOPHER C. RECKSIEDLER/ SECRETARY AND TREASURER

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefore which the subscriber is to take, is as follows:

DR. CHRISTOPHER C. RECKSIEDLER
931 N. State Road 434 - Suite 1201- 270
Altamonte Springs, Florida 32714 /100 shares

ARTICLE VIII

The annual meeting of the stockholders shall be held on the 1st day of December of each year, or at such time the Board of Directors shall be elected, and such other business as may properly come before the meeting may be considered and transacted. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the board to be held immediately following the annual stock holders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation.

The Board of Directors shall appoint a Registered Agent as required by the laws of the State of Florida.

ARTICLE IX

Any expense paid by the corporation for or on behalf of any officer or any sum paid to any officer as reimbursed expenses, if the same shall be subsequently disallowed by the Internal Revenue Service, shall be repaid by said officer to the corporation.

ARTICLE X

Private property of the stockholders shall not be subject to the payment of the corporation debts in any extent whatsoever. 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 of the corporation.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired or required.

ARTICLE XII

The amount of capital with which the corporation shall begin business is \$100.00

ARTICLE XIII

The corporation shall have perpetual existence.

ARTICLE XIV

Any and all certificates of common stock authorized by this corporation shall, on the face thereof, contain the notation "subject to the shareholder restrictions per Article XIV contained in the Charter".

Any and all shares hereafter issued by the said corporation shall be subject to these restrictions. Any person owning stock in this corporation being desirous of disposing of said shares of stock shall notify the corporation of his intention to dispose of this stock and thereafter, the corporation shall have ninety (90) days to exercise its rights to purchase the stock at the price offered by the shareholder to others.

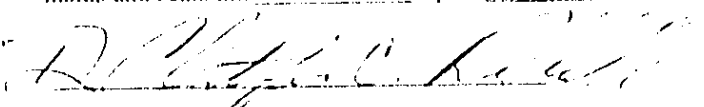
If the corporation shall thereafter fail to purchase the aforesaid stock at a price which is bona fide offer by others to purchase the stock, then the shareholders may sell the outstanding shares by giving notice to the corporation in writing that ninety (90) days have elapsed since the offer and that the transfer shall be effected on the books and records of the corporation.

In the event of the death of a stockholder of the corporation, the corporation shall have additional

first rights to purchase the stock for a price to be agreed upon, providing however, that if no agreement can be reached the price shall be set at the instance of the personal representative of the date set for the filing of the federal estate tax return regardless of whether such return shall be required.

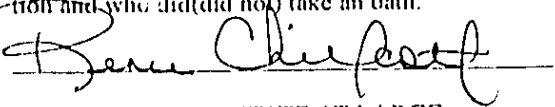
The shareholders of this corporation shall have the right to purchase such percentage of any new sale or issue of stock as the percentage then held bears to issued stock.

IN WITNESS WHEREOF the undersigned, being the original subscriber, has hereby set his hands and seals this 28th day of July, 1995.


DR. CHRISTOPHER C. RECKSIDLER
Subscriber/President/Secretary and Treasurer/Director and Shareholder.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of July, 1995, by Christopher C. Recksiedler Subscriber/President/Secretary and Treasurer/Director and Shareholder of Proprioceptive management, Inc., who produced Fl. Drivers License as identification and who did(did not) take an oath.


NOTARY PUBLIC, STATE AT LARGE

My Commission Expires:



HENE CHILLCOTT
My Commission CC435141
Expires Jan. 24, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA NAMING AGE UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

FIRST THAT PROPROCEPTIVE MANAGEMENT INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 241 N. State Road 444 - Suite 1201-270
Altamonte Springs, Florida 32714

HAS NAMED JEROME HENNIGAN
(Name of Registered Agent)

LOCATED AT 672 N. Semoran Boulevard-Suite 203, Orlando, Florida, 32807
(Street address and Number of Building. Post Office Box Addresses
ARE NOT acceptable)

CITY OF ORLANDO, **STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS**
(City)
WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE PRESIDENT

DATE 7-28-95

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPO-
RATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I
ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.**

SIGNATURE [Signature]
(Registered Agent)

DATE _____

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314
Phone: (904) 488-9005

(NOTE: There is a filing fee of \$3.00 for this certificate)

CR2EO46 (3-85)

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