

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 56 JAN -4 PM 3:00

JAN - 4 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/4/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

RE: Fred E. Russo, DC, P.A.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	7000001678407	
<input type="checkbox"/> Annual Report/Reinstatement	01704736-01068-002	
<input type="checkbox"/> Reg. Agent Service	***122.50	***122.50
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ 110.55
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

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DIVISION OF CORPORATIONS
96 JUN -4 PM 3:00

ARTICLES OF INCORPORATION
OF
FRED E. RUSSO, DC, P.A.

ARTICLE I
CORPORATE NAME

The name of this Corporation is FRED E. RUSSO, DC, P.A.

ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is c/o Michael D. Ehrenstein, Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131.

The address of the Corporation's principal office is 230 John Knox Road, Suite 3, Tallahassee, FL 32303.

ARTICLE III
NATURE OF CORPORATE BUSINESS

This Corporation, through its Officers and Employees, shall be authorized to engage in every aspect and phase of the practice of chiropractic medicine within the State of Florida; to engage in any activities that will facilitate and promote the practice of chiropractic medicine through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of chiropractic medicine.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) Shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Michael D. Ehrenstein
c/o Kluger, Peretz, Kaplan & Berlin, P.A.
1970 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Fred E. Russo
230 John Knox Road
Suite 3
Tallahassee, FL 32303

ARTICLE VIII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
Ronny J. Halperin	c/o Kluger, Peretz, Kaplan & Berlin, P.A. 1970 Miami Center 201 So. Biscayne Blvd. Miami, FL 33131

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence on January 2, 1996.

ARTICLE X

INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

THE UNDERSIGNED Incorporator, for the purposes of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Henry J. Halperin

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CERTIFICATE OF REGISTERED AGENT

OF

FRED E. RUSSO, D.C., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -4 PM 3:01

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Fred E. Russo, D.C., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Michael D. Ehrenstein, Esquire, located at 1970 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2nd day of January, 1996.


MICHAEL D. EHRENSTEIN, ESQUIRE