

P96000011526

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0371
FAX 904-222-0371



EFFECTIVE DATE
2/1/96

ACCOUNT NO. : 072100000032
REFERENCE : 834233 132254A
AUTHORIZATION :
COST LIMIT : 5 PPD

ORDER DATE : February 6, 1996
ORDER TIME : 10:18 AM
ORDER NO. : 834233
CUSTOMER NO: 132254A

300001708273
-02/06/96--01102--013
*****70.00 *****70.00

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: ORLANDO CHIROPRACTIC CENTERS,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

SAS
2/6/96

FILED
96 FEB -6 PM 3:28
TALLAHASSEE, FLORIDA
RECEIVED
2-1-96

EFFECTIVE DATE
2/1/96

ARTICLES OF INCORPORATION
OF
ORLANDO CHIROPRACTIC CENTERS, INC.

FILED
96 FEB -6 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Orlando Chiropractic Centers, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 1931-A West Dr. Martin Luther King, Jr. Boulevard, Tampa, FL 33607.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of February 1, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Robert A. Tannenbaum
1931-A West Dr. Martin
Luther King, Jr. Blvd.
Tampa, FL 33607

Richard Turk
Arden Hills Medical Center
6383 Silver Star Road
Orlando, FL 32818

David Rusnak
13014 N. Dale Mabry
Suite 615
Tampa, FL 33618

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right

is granted with respect to all shares of stock of the corporation, including:

A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

D. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII.

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the

number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 5th day of February, 1996.

Thomas B. Smith
Thomas B. Smith

INCORPORATOR

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FILED
96 FEB -6 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 96000011526

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-0177
TALLAHASSEE, FL 32301

800-342-8086

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 057381 1322540

AUTHORIZATION : Patricia Pizjito

COST LIMIT : \$ 35.00

RECEIVED
SECRETARY OF STATE
66 FEB 23 PM 3:36
TALLAHASSEE, FLORIDA

ORDER DATE : February 23, 1996

ORDER TIME : 10:50 AM

300001723143

ORDER NO. : 057381

CUSTOMER NO: 1322540

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Oleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

Sue Thomas
DOMESTIC AMENDMENT FILING
AUTHORIZATION BY *Patricia Pizjito*
DATE *2/23/96* NAME: *ORLANDO CHIROPRACTIC CENTERS*
DOC. EXAM. *DC*

RECEIVED
DIVISION OF CORPORATION
96 FEB 23 PM 12:13

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MARIA NEWPORT

EXAMINER'S INITIALS: *DC*

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ORLANDO CHIROPRACTIC CENTERS, INC.

The undersigned as the Incorporator named in the Articles of Incorporation of Orlando Chiropractic Centers, Inc., a Florida corporation (the "Corporation"), before the issuance of any shares of stock and before the organizational meeting of the initial Board of Directors hereby adopts the following Articles of Amendment:

1. The name of the Corporation is Orlando Chiropractic Centers, Inc.

2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

"The name of this Corporation is: Orlando Chiropractic Group, Inc."

3. The foregoing Articles of Amendment have been prepared and executed on February 22, 1996, by the Incorporator named in the Articles of Incorporation of the Corporation before the issuance of any shares of stock and before the organizational meeting of the Board of Directors, pursuant to Section 607.1005, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment as the Incorporator of the Corporation, this 22 day of February, 1996.

Thomas B. Smith
Thomas B. Smith

P96000011526

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No.

Writer's Direct Dial No.

964005
April 8, 1996

898-6690

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300001775823
-04/10/96--01068--015
*****35.00 *****35.00

RE: Orlando Chiropractic Group, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our client's check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Sue Thomas
Sue Thomas
Paralegal to
Susan W. Carlson

ST/klm
Enc.
113530

PA check

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 APR 10 AM 11:30

APR 12 1996

**CHANGE OF REGISTERED OFFICE AND AGENT
OF
ORLANDO CHIROPRACTIC GROUP, INC.**

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Orlando Chiropractic Group, Inc.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 1931-A Dr. Martin Luther King, Jr. Boulevard, Tampa, FL 33607

**THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.**

4. The current registered agent is Thomas B. Smith.
5. The successor registered agent will be Robert Tannenbaum.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: April 2, 1996

ORLANDO CHIROPRACTIC GROUP, INC.

By: [Signature]
Robert Tannenbaum, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

[Signature]
Robert Tannenbaum, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 2 41 PM '96