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PREMIER HALL
LEGAL & FINANCIAL SERVICES
ACCOUNT NO. : 072100000032

REFERENCE : 058126 7111832

AUTHORIZATION : *Patricia Puynt*

COST LIMIT : \$ 122.50

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DIVISION OF CORPORATION

ORDER DATE : August 19, 1996

ORDER TIME : 2:26 PM

ORDER NO. : 058126

CUSTOMER NO: 7111832

10000102601

CUSTOMER: Ms. Linda Wood
CLINICARE WELLNESS
CENTERS, INC
1601 Belvedere Road
Suite 500-east
West Palm Beach, FL 33406

DOMESTIC FILING

NAME: GUSTAV A. MARQUARDT, D.C.,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

gk
8/20/96

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ARTICLES OF INCORPORATION
OF
GUSTAV A. MARQUARDT, D.C., P.A.

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is GUSTAV A. MARQUARDT, D.C., P.A.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by the corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a chiropractor duly licensed under the laws of the State of Florida is authorized to render, including, but not limited to the practice of chiropractic, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice chiropractic therein. The corporation shall not engage in any business other than the rendering of chiropractic services.

To invest funds of this corporation in real estate, mortgages, stocks, bonds, or other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the

attaining of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purpose of the corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 415 E. Michigan St., Orlando, FL 32806.

The street address of the initial registered office of the corporation is 415 E. Michigan St., Orlando, FL 32806, and the name of the initial registered agent of the corporation at that address is Gustav A. Marquardt, D.C.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director(s) initially. The name and street address of the initial member(s) of the Board of Directors are:

Gustav A. Marquardt, D.C.	415 E. Michigan St. Orlando, FL 32806
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ARTICLE VII. INDEMNIFICATION

A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil,

criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the state of Florida prohibits the elimination or

limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES

No shareholder of the corporation may sell or transfer his or her shares therein except to the corporation or another professional corporation or individual, each of which is eligible to be a shareholder of the corporation.

ARTICLE IX. VOTING RIGHTS

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE X. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Gustav A. Marquardt, D.C.

415 E. Michigan St.
Orlando, FL 32806

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 14th day of August, 1996.


Gustav A. Marquardt, D.C.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida statutes:

GUSTAV A. MARQUARDT, D.C., P.A., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Orlando, County of Orange, State of Florida, has named Gustav A. Marquardt, D.C., located at 415 E. Michigan St., Orlando, FL 32806, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 14th day of August, 1996.


Gustav A. Marquardt, D.C.

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