

8/22/96 FROM CRARY, BUCHANAN, BOWDISH, ET AL

8/22/96 10:00 AM
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: CRARY, BUCHANAN, BOWDISH, ET AL
DEPARTMENT OF STATE 555 COLORADO AVE
STATE OF FLORIDA PO DRAWER 24
409 EAST GAINES STREET STUART FL 34994-3449
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: BETTY J DRES
PHONE: (407) 287-2600
FAX: (407) 287-0115

(((H96000011735)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARTIN DOWNS CHIROPRACTIC CENTER, P.A.
FAX AUDIT NUMBER: H96000011735 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/22/1996 TIME REQUESTED: 10:00:05
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076424001425

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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95 AUG 22 PM 4:44

FILED

ARTICLES OF INCORPORATION
OF

MARTIN DOWNS CHIROPRACTIC CENTER, P.A.

The undersigned, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, FLORIDA STATUTES (1995), the "Florida General Corporation Act" and Chapter 621, FLORIDA STATUTES (1995), the "Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be: MARTIN DOWNS CHIROPRACTIC CENTER, P.A.

ARTICLE II
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the practice of chiropractic, as defined and regulated by Chapter 460, FLORIDA STATUTES (1995), as amended.

The professional services involved in the corporation's practice of chiropractic may be rendered only through its officers, agents and employees who are duly authorized and licensed as a chiropractor in the State of Florida.

This corporation shall not engage in any business other than the practice of chiropractic, however, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV
AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

Lawrence E. Cray III
555 Colorado Avenue
Stuart, FL 34994
(561) 287-2600
FL Bar No. 0250414
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B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

ARTICLE V LIMITATIONS ON STOCK

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice chiropractic in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice chiropractic in the State of Florida.

The corporation's stockholders are specifically authorized from time to time to adopt by-laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE VI DEATH OF STOCKHOLDER

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the by-laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

ARTICLE VII MAILING ADDRESS

The mailing address of the Corporation is : 3079 S.W. Martin Downs Blvd., Palm City, Florida 34990.

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**ARTICLE VIII
REGISTERED AGENT**

The name and address of the Initial Registered Agent for this corporation until a successor Registered Agent shall be designated in accordance with the law is:

Keith L. Volstad 3079 S.W. Martin Downs Blvd.
Palm City, FL 34990

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. Directors need not be residents of the State of Florida.

**ARTICLE X
NAME AND ADDRESS OF INITIAL DIRECTOR**

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, and until his successors shall have been elected and qualified, are as follows:

Keith L. Volstad 3079 S.W. Martin Downs Blvd.
Palm City, FL 34990

**ARTICLE XI
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Keith L. Volstad 3079 S.W. Martin Downs Blvd.
Palm City, FL 34990

**ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XIII
BYLAWS**


The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

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**ARTICLE XIV
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make, subscribed, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, this 22nd day of August, 1996.

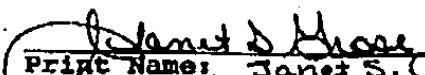


Keith L. Volstad

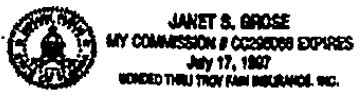
STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, personally appeared this day Keith L. Volstad, the party to the foregoing Articles of Incorporation, ___ to me personally known or ___ has produced FL Drivers License as identification, and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of incorporation as a voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 22nd day of August, 1996.


Print Name: Janet S. Grose
NOTARY PUBLIC
My Commission expires:

(Notary Seal)



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FROM CRARY, BUCHANAN 4072079900

P. 8

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ACKNOWLEDGMENT OF REGISTERED AGENT

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 provision of said act relative to keeping open said office.


Keith L. Voldstad, Registered Agent

FILED
96 AUG 22 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P96 0000 702 77

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

IVANK CARY (1903-1908)
IVANK CARY, JR.
WILLIAM D. CARY
LARRY D. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE P. BOVIE, III
LAWRENCE IVANK CARY III
WILLIAM D. CARY II
ROBERT S. LORD, JR. †
WILLIAM L. ROBY †
M. LEVERING IVANS
H. MICHAEL CARY
LEIGH A. WILIZAMI

REPLY TO:
STUART

NICHOLE D. HILKER *
JOSEPH NICHOLSON, JR.
STEPHEN D. THOMAS *
CHARLES K. WILLIAMS

- BOARD CERTIFIED IN
TRUSTS & ESTATE LAW
- BOARD CERTIFIED IN
FAMILY & MARITAL LAW
- † BOARD CERTIFIED
CORPORATE LAWYER
- BOARD CERTIFIED IN
HEALTH LAW
- BOARD CERTIFIED IN
BUSINESS LITIGATION

September 3, 1997

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: MARTIN DOWNS CHIROPRACTIC CENTER, P.A./KEITH L. VOLSTAD, D.C., P.A.
Your Corporation No.: P96000070277

Dear Sir/Madam:

Enclosed please find the original Amendment to Articles of Incorporation for Martin Downs Chiropractic Center, P.A. Also enclosed is our firm's check no. 11124 in the amount of \$35.00 which represents your filing fee. Please file this Amendment with the State of Florida.

Please provide our office with proof of the filed Amendment.

Thank you for your kind attention in this matter.

Very truly yours,

M. Polanco
Mitsie Polanco
Legal Assistant

Enclosures

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FILED
97 SEP -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 11 1997

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MARTIN DOWNS CHIROPRACTIC CENTER, P.A.**

The undersigned, being the President of MARTIN DOWNS CHIROPRACTIC CENTER, P.A., a Florida corporation, does hereby certify that pursuant to provisions of Chapter 807 of the FLORIDA STATUTES (1995), the Board of Directors of MARTIN DOWNS CHIROPRACTIC CENTER, P.A. resolved to amend the Articles of Incorporation of MARTIN DOWNS CHIROPRACTIC CENTER, P.A., at a special meeting of the said Board of Directors and Stockholders of said corporation, held on the 29th day of August, 1997, with a quorum being present, at which time the following amendment to the Articles of Incorporation was unanimously approved by the Board of Directors and the Shareholders of the Corporation, viz.

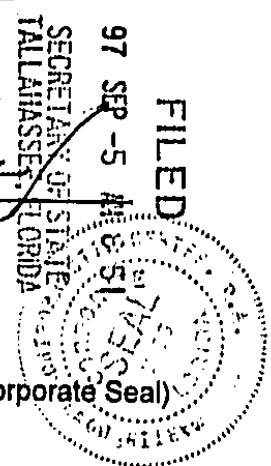
**"RESOLVED: That the name of the corporation is hereby amended to:
KEITH L. VOLSTAD, D.C., P.A."**

IN WITNESS WHEREOF, the undersigned President of the Corporation has set his hand and seal of the corporation this 2nd day of September, 1997.

Witnesses:

[Signature]
[Signature]

By: [Signature]
Keith L. Volstad
Its.: President



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2nd day of September, 1997 by Keith L. Volstad, as President of Martin Downs Chiropractic Center, P.A., (PLEASE CHECK ONE OF THE FOLLOWING) [] who is personally known to me or [x] who has produced DRIVER'S LICENSE (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) [] did or [x] did not take an oath. He subscribed the above Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



[Signature]
Martha Polanco (Print Name)
NOTARY PUBLIC
My Commission Expires: 5/4/99