

P96000077697

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bayside Health Care
Centers, Inc.

- Art of Inc. File 000002347160--0
- LTD Partnership File 11/14/97--01004--023
*****87.50 *****87.50
- Foreign Corp. File _____
- L.C. File Amended
- Fictitious Name File _____
- Trade/Service Mark Restated
- Merger File _____
- Art. of Amend. File Articles of
Name
- RA Resignation Change
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

See attached Letter

Update	11/14/97
Verityer	<u>Don</u>
Acknowledgement	<u>Don</u>
W.P. Verifier	<u>Don</u>

FILED
 97 NOV 14 PM 2:14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Signature _____

Requested by DR

Date 11/15

Time 10:01

Name _____

Will Pick Up _____

Walk-In _____

RECEIVED
 NOV 14 10:01 AM '97
 TALLAHASSEE, FLORIDA

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

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RUSSELL E. ARTILLE
CLAUDIA E. BLACKWELL
JACK S. CAREY
D'ARCY R. CLARIE
WILLIAM F. DAVENPORT, JR.
KENNETH C. DEACON, JR.
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JOHN A. GRANT, JR.
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WILLIAM E. REISCHMANN, SR.
REBECCA L. SHAW
BARBARA A. SINSLEY
IRENE H. SULLIVAN

WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
SUITE 750
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0550
FAX (813) 289-5331

PLEASE REPLY TO:

Tampa

November 12, 1997

150 SECOND AVENUE NORTH, SUITE 1500
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 898-0227

SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
FAX (813) 345-0342

765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Bayside Healthcare Centers of Central Florida, Inc.,
Proactive Medical Solutions, Inc. and Amended and Restated Articles for Bayside
Healthcare Centers, Inc.

Dear Sir or Madam:

Enclosed please find, Amended and Restated Articles of Incorporation for Bayside
Healthcare Centers, Inc., Articles of Incorporation for Bayside Healthcare Centers of
Central Florida, Inc. as well as Articles of Incorporation for Proactive Medical Solutions,
Inc.

As discussed with the Secretary of State's office prior to filing, the Amended and
Restated Articles for the entity known as Bayside Healthcare Centers, Inc. changes the
name to Vasco A. Rodriguez, D.C., P.A., can be filed even though another entity owned
by Dr. Rodriguez, known as Vasco A. Rodriguez, D.C., P.A. has recently been
administratively dissolved by the Secretary of State. Dr. Rodriguez consents to the
change of Bayside Healthcare Centers, Inc. to Vasco A. Rodriguez, D.C., P.A. even
though his prior corporation known by that same name has recently been dissolved.

Very truly yours,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco

Frank J. Greco

FJG/rf

SIGNED IN MR. GRECO'S
ABSENCE TO AVOID DELAY

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

BAYSIDE HEALTHCARE CENTERS, INC.

Pursuant to Section 607.1007 of the Florida Statutes, Bayside Healthcare Centers, Inc., a Florida corporation (corporation) certifies that :

1. The original Articles of Incorporation of the Corporation were filed by the Department of State on September 11, 1996;

2. The amended and restated Articles of Incorporation were duly adopted by the unanimous consent of the corporation's Board of Directors and Shareholders on November 12, 1997;

3. The Articles of Incorporation of the Corporation are amended as follows:

a. Article I of the Articles of Incorporation is amended to change the corporation's name to Vasco A. Rodriguez, D.C., P.A.

b. Article II of the Articles of Incorporation is amended by limiting the Corporation's purpose to the practice chiropractic medicine and all of its fields as engaged by chiropractic physicians in this state.

4. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these amended and restated Articles of Incorporation other than the inclusion of the foregoing amendments and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State to read as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
VASCO A. RODRIGUEZ, D.C., P.A.

I, the undersigned, licensed or otherwise legally authorized to practice chiropractic medicine by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: Vasco A. Rodriguez,
D.C., P.A.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of chiropractic medicine and all of its fields of specialization as are engaged in by chiropractors in this state.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Vasco A. Rodriguez, D.C.	4840 N. Armenia Avenue Tampa, Florida

ARTICLE V

INCORPORATORS

The names and addresses of each person signing these Articles are:

<u>Name</u>	<u>Address</u>
Vasco A. Rodriguez, D.C.	4840 N. Armenia Avenue Tampa, Florida

ARTICLE VI

AMENDMENT

1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of

Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE VII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional chiropractic services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that prevents his continued rendering of such professional services to the corporation, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VI dealing with "Amendments." Should any

amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE VIII

RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE VII

If any stockholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article VII, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VII, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

ARTICLE XI

STOCK

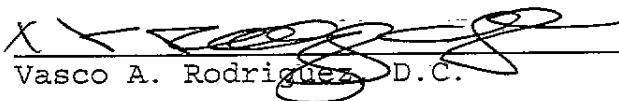
The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock, \$1.00 par value.

ARTICLE XII

REGISTERED AGENT

The street address of the initial registered agent office is 4840 Armenia Avenue, Tampa, Florida and the name of the initial registered agent at that address is Vasco A. Rodriguez, D.C.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Amended and Restated Articles of Incorporation this 12th day of ~~October~~ ^{NOVEMBER}, 1997.

X 
Vasco A. Rodriguez, D.C.

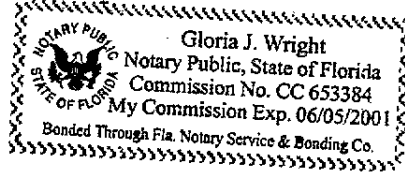
STATE OF Florida

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 12th day of November, 1997, by Vasco A. Rodriguez, D.C., who is personally known to me.

Gloria J. Wright
Notary Public

My Commission Expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First--that Vasco A. Rodriguez, D.C., desiring to organize under the laws of the State of Florida, with its registered office at 4840 N. Armenia Avenue, Tampa, Hillsborough County, Florida, has named Vasco A. Rodriguez, D.C. at that address as its agent to accept service of process within this state.

DATED: NOVEMBER 12, 1997.


Vasco A. Rodriguez, D.C.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, 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.


Vasco A. Rodriguez, D.C.