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RICE ROSE & SNELL
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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February 24, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

400002100754--3
-02/28/97--01029--014
*****70.00 *****70.00

RE: Gregory A. Walsh, D.C., P.A.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward a confirmation of the filing to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	35.00
	<u>\$ 70.00</u>

Thank you for your assistance in this matter.

Sincerely,

Walter J. Snell/bjr
Walter J. Snell

WJS/bjr
Encs.

612-
W97-5173

97 MAR 17 PM 3:47
FILED STATE
DIVISION OF CORPORATIONS

cf 3/17/97



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 17 PM 3:47

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

RICE ROSE & SNELL, P.A.
ATTN: WALTER J. SNELL
POST OFFICE BOX 2599
DAYTONA BEACH, FL 32115

SUBJECT: GREGORY A. WALSH, D.C., P.A.
Ref. Number: W97000005173

We have received your document for GREGORY A. WALSH, D.C., P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00011370

ARTICLES OF INCORPORATION OF GREGORY A. WALSH, D.C., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 MAR 17 PM 3:47

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of chiropractic medicine or perform the service of a chiropractor in the State of Florida, hereby associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Gregory A. Walsh, D.C., P.A..

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of chiropractic medicine or perform the service of a chiropractor. The sole and exclusive professional service to be rendered by the corporation is that of chiropractic medicine and any other lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to \$100.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 1561 N. Nova Road, City of Holly Hill, County of Volusia, State of Florida 32117. The name of the initial registered agent of the corporation is Gregory A. Walsh.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers on or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber Gregory A. Walsh, D.C., 851 Chickadee Drive, Port Orange, FL 32127.

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

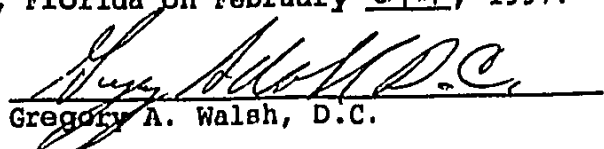
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders: or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of

the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

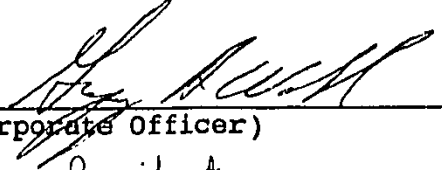
In witness hereof, I the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Daytona Beach, Volusia County, Florida on February 24th, 1997.


Gregory A. Walsh, D.C.

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 Section §48.091, Florida Statutes, the following is submitted:

That Gregory A. Walsh, D.C., P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Holly Hill, State of Florida, has named Gregory A. Walsh, located at 851 Chickadee Drive, City of Port Orange, State of Florida, as its Agent to accept service of process within Florida.


(Corporate Officer)

Title: President

Date: 2/24/97

STATE
CLERK
14817 11:31:17

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


(Resident Agent)

Date: 2/24/97