

P97000027773

George L. Proenza, D.C.
3745 N.E. 171 St., #56
North Miami Beach, FL 33160

March 13, 1997

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

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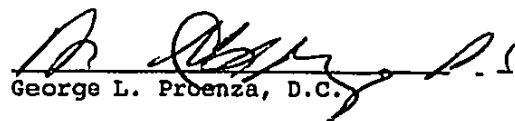
Gentlemen:

Enclosed please find my application for incorporation which I am submitting to you for processing.

I would appreciate any consideration you could give to expediting this application as soon as possible.

Thank you for your cooperation in this matter.

Very truly yours,


George L. Proenza, D.C.

GLP/cp

Enclosure

~~11/11/97~~

Dee 3/27

APPROVED
AND
FILED
97 MAR 27 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

GEORGE L. PROENZA, D.C.
3745 N.E. 171 STREET
SUITE 56
NORTH MIAMI BEACH, FL 33160

SUBJECT: GEORGE L. PROENZA, D.C.
Ref. Number: W97000006728

We have received your document for GEORGE L. PROENZA, D.C. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 297A00014727

George L. Proenza, D.C.
3745 N.E. 171 St., #56
North Miami Beach, FL 33160

March 13, 1997

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

Gentlemen:

Enclosed please find my corrected Application for Incorporation which I am submitting to you for processing.

I would appreciate any consideration you could give to expediting this application as soon as possible.

Thank you for your cooperation in this matter.

Very truly yours,


George L. Proenza, D.C.

GLP/cp

Enclosure

ARTICLES OF INCORPORATION

APPROVED
AND
FILED

97 MAR 27 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice Chiropractic in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation shall be George L. Proenza, D.C., P.A.

The principal office of this corporation shall be

8028 Miami Lakes Drive

Miami Lakes, Florida 33014

The mailing address of this corporation shall be

3745 N.E. 171 St., #56

North Miami Beach, Florida 33160

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect of the practice of Chiropractic and all its fields of specializations, as are engaged in by George L. Proenza, D.C.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be George L. Proenza, D.C. in good standing and duly licensed or

otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar \$ 1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Initial issue of the corporations's stock certificates shall be One Hundred (100) shares issued to George L. Proenza, D.C., P.A. in good standing and duly licensed or otherwise legally authorized within the State of Florida to render to professional services of this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is

8028 Miami Lakes Drive, Miami Lakes, FL 33014

and the name of its initial registered agent at said address is

George L. Proenza, D.C.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

George L. Proenza, D.C.

3745 N.E. 171 Street, #56, North Miami Beach, FL 33160

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person(s). The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

George L. Proenza, D.C.

3745 N.E. 171 Street, #56, North Miami Beach, FL 33160

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate record.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accept employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested the The Board of Directors and Stockholders provided such amendments be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this

25 day of MARCH, 19 97.

[Signature]
INCORPORATOR

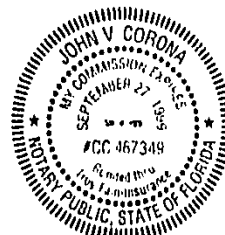
[Signature]
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared GEORGE L. PROENZA, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at MIAMI LAKES in the said County and State, this 25 day of MARCH, 19 97.

[Signature]
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is _____

George L. Proenza, D.C., P.A.

2. The name and address of the registered agent and office of the Corporation is:

NAME: George L. Proenza, D.C.

STREET ADDRESS: 8028 Miami Lakes Drive

CITY, STATE, ZIP: Miami Lakes, Florida 33014

SIGNED


George L. Proenza, D.C.

NAME OF CORP. OFFICER

President

TITLE

3-25-97

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DITIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERD AGENT.


DATE: 3-25-97

97 MAR 27 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED