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LAW OFFICES OF C. JEAN-JOSEPH

MERCEDE EXECUTIVE PARK  
1876 N. UNIVERSITY DRIVE  
SUITE 309C  
PLANTATION, FL 33322

TEL (954) 236-0202  
FAX (954) 236-0212

March 25, 1997

via Federal Express  
Air Bill No.: 6020097926

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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-03/26/97--01114--001  
\*\*\*\*131.25 \*\*\*\*131.25

Re: **WORLD EXECUTIVE CHIROPRACTIC CENTER, PROFESSIONAL  
ASSOCIATION.**

Dear Sir/Madam:

Enclosed herewith, please find, via-Fedex, an original and one copy of the Articles of Incorporation and Registered Agent Designation for review and filing of record.

We also enclose our check in the amount of \$131.25 for filing fee and return of a Certified Copy of Articles and Certificate.

Upon your review, if you shall require further direction or assistance, you are authorized to call this office collect at (954) 236-0202.

Please be kind enough to return our certified copy of the requested Articles and Certificate of Incorporation to our Office via Fedex using the pre-addressed Air Bill No. 6020098523 which payment shall be directly billed to our office account with Fedex.

Sincerely,



Kip S. Zimmerman, J.D.  
LAW OFFICES OF C. JEAN-JOSEPH

KZ/mp

APPROVED  
AND  
FILED  
97 MAR 26 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

File 3/28

**ARTICLES OF INCORPORATION OF  
WORLD EXECUTIVE CHIROPRACTIC  
CENTER, PROFESSIONAL ASSOCIATION**

APPROVED  
AND  
FILED  
97 MAR 26 AM 9:34  
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 this corporation shall be WORLD EXECUTIVE CHIROPRACTIC CENTER, PROFESSIONAL ASSOCIATION. The principal office of this corporation shall be WORLD EXECUTIVE BUILDING, 3500 North State Road 7, Suite 438, Lauderdale lakes, Florida 33311. The mailing address of this corporation shall be World Executive Building 3500 North State Road 7, Suite 438, Lauderdale Lakes, Florida 33311

**II**

**PURPOSES**

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

1. To engage in the practice of chiropractic as a professional corporation and to own and operate a chiropractic clinic for the purposes of providing chiropractic care and treatment.
2. To promote chiropractic therapeutics performed by the physician, non- surgical healing, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease employ, dispose of, encumber, or invest in real property, mortgages, stocks, bonds, and tangible and intangible personal property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or futherance of the purposes or objectives of the corporation.

4. To engage in the practice of chiropractic; to diagnose and treat ailments of the human chiropractic non surgical, mechanical, manipulative, chemical, electrical, and physical means; and to perform nonsurgical treatment of the muscles and tendons of the body.
5. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease, employ, dispose, encumber, or invest in real property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation;
6. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.
7. The professional services of the corporation shall be carried on only through officers, employees, and agents who are licensed in the State of Florida to render the professional services that the corporation is organized to provide.
8. To engage in every aspect in the practice of Chiropractic and all its fields or specializations, as are engaged in by Chiropractic Physicians.
9. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same profesional service as this corporation.
10. To invest its funds in real estate, mortgages, stocks, bonds and any ther types of investments permitted by law.
11. To engage in no other business other than the rendition of the profesional services specified herein.
12. 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

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Seven hundred fifty (750) common stock at one dollar (\$1.00) per share par value.

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

3. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **IV DURATION**

The corporation shall have perpetual existence.

#### **VII INCORPORATION**

The address of this corporation's initial registered office is WORLD EXECUTIVE BUILDING, 3500 North State Road 7, Suite 438 Lauderdale Lakes, Florida 33319 and the name of its initial registered agent at said address is BRUCE RAPP, D.C

#### **VII INFORMAL SHAREHOLDER ACTION**

The name and address of the Incorporator is as follows:  
WORLD EXCECUTIVE BUILDINNG, 3500 NORTH STATE ROAD 7, SUITE 438  
LAUDERDALE LAKES, FLORIDA 33319

#### **IX SEVERANCE AND TERMINATION OF EMPLOYMENT**

The corporation shall have a Board of Directors consisting of one person. 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 Director of this corporation is:

BRUCE RAPP, D.C. World Executive Building, 3500 North State Road, Suite 438, Lauderdale Lakes, Florida 33319

#### **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 records.

**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 accepts 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 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 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**  
**BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment 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 State of Florida, this 21st day of February, 1997

Bruce Rapp D.C.  
BRUCE RAPP, D.C.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared BRUCE RAPP, D.C., 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 Fort Lauderdale, Broward County, State of Florida this day January 29, 1997.

*Affiant is personally known to me.*

Carlo Jean Joseph  
Notary Public, State of Florida  
(Notarial Seal)

My Commission Expires:



CARLO JEAN-JOSEPH  
My Commission CC525577  
Expires Jan. 18, 2000

APPROVED  
AND  
FILED

97 MAR 26 AM 9:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA


1. The name of the Corporation is: WORLD EXECUTIVE CHIROPRACTIC  
CENTER, PROFESSIONAL ASSOCIATION.

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

BRUCE RAPP  
WORLD EXECUTIVE BUILDING  
3500, NORTH STATE ROAD 7  
SUITE 438  
LAUDERDALE LAKES, FLORIDA 33311

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 off all statutes relative to the proper and  
complete performance of my duties..

dated: January 30, 1997

  
BRUCE RAPP, D.C.