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4/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MCGRATH CHIROPRACTIC, P.A.

AUDIT NUMBER.....H97000006923

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 9

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

4-25-97

ARTICLES OF INCORPORATION
OF
MCGRATH CHIROPRACTIC, P.A.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is:

MCGRATH CHIROPRACTIC, P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by the Corporation is:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Chiropractor, duly licensed under the Laws of the State of Florida is authorized to render, including but not limited to the practice of chiropractic; but such professional services shall be rendered only through officers, employees and agents who are authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or other types of investments, and to own real and personal

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954-796-9600

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property necessary, incidental or desired for the rendering of professional chiropractic services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, to the obtaining of any of the objects, or the furtherance of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

Stocks

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a par value of One and No/100ths (\$1.00) Dollars per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice chiropractic in the State of Florida.

ARTICLE IV

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Initial Capital

The amount of capital with which the Corporation will begin business is not in excess of Five Hundred and No/100ths (\$500.00) Dollars.

ARTICLE V

Term of Existence

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles.

ARTICLE VI

Initial Registered Agent and Address

The initial post office address of the principal office of the Registered Agent of the Corporation in the State of Florida is:

6561 N.W. 80th Drive
Parkland, Florida 33067

and the initial Registered Agent of the Corporation at that address is:

Kevin P. McGrath

ARTICLE VII

Directors

The business of the Corporation shall be managed by the Board of Directors. The number of Directors constituted in the entire Board shall not be less than one (1); and subject to such minimum may be increased or hereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one.

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ARTICLE VIII

Initial Directors and Address of Corporation

The name and street address of the initial member of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successor(s) is(are) elected and has(have) qualified, is:

KEVIN P. MCGRATH
6561 N.W. 80TH DRIVE
PARKLAND, FL 33067

and the street address of the principal office of the Corporation is:

6561 N.W. 80TH DRIVE
PARKLAND, FLORIDA 33067

ARTICLE IX

Subscribers

The name and address of the person signing the Articles of Incorporation as Subscriber, who is a Chiropractic Physician, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefore is:

KEVIN P. MCGRATH, 6561 N.W. 80th Drive, Parkland, FL.33067
One Hundred (100) Shares, One Hundred (\$100.00) Dollars

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ARTICLE X

Voting Trusts

No shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

Cumulative Voting of Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of shares which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any of them, as he may see fit.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XIII

Removal of Directors

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

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ARTICLE XIV

Restraint on Alienation of shares

No shareholder of the Corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice chiropractic in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV

Additional Corporate Powers

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional chiropractic services.

2. To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any preemptive

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right to subscribe to any such shares.

3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE XVI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation this 25th day of April, 1997.



KEVIN P. MCGRATH

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STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared KEVIN P. MCGRATH, personally known to me and who provided his Florida Driver's license as proof of identification and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of April, 1997.

[Signature]
NOTARY PUBLIC
State of Florida
97 APR 28 PM 3:24
FILED
TALLAHASSEE
Gary L. Handlin
Notary Public, State of Florida
Commission No. CC 45434
My Commission Expires 11/22/99
1-800-4-NOTARY - Fla. Notary Service & Bonding Co.

My Commission Expires:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:
MCGRATH CHIROPRACTIC, P.A.

Having been named to accept service of process for the above state 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 performance of my duties.

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[Signature]
KEVIN P. MCGRATH
RESIDENT AGENT