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ACCOUNT NO. : 072100000032

REFERENCE : 399750 132254A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : May 21, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 399750-005

CUSTOMER NO: 132254A

600002186726--6

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: PHYSICIANS SPINE & WELLNESS
CENTER, INC.

EFFECTIVE DATE: MAY 20, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
MAY 21 PM 12:11
TALLAHASSEE, FLORIDA

6

MAY 21 1997

EFFECTIVE
12/20/97

ARTICLES OF INCORPORATION
OF

PHYSICIANS SPINE & WELLNESS CENTER, INC.

FILED
97 MAY 21 PM 12:11
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Physicians Spine & Wellness Center, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 5453 Central Avenue, St. Petersburg, Florida 33710.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of May 20, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are William A. LaTorre, Kerry M. McCord, Gilbert A.

Machacek, Larry Williams and Elaine Smith, all of 5453 Central Avenue, St. Petersburg, Florida 33710.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

D. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24 day of May, 1997.

Thomas B. Smith

Thomas B. Smith

INCORPORATOR

121095

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MAY 21 PM 12:11
TALLAHASSEE, FLORIDA

P97000045111

CIGARETTE FINANCING CORP.
20801 BISCAYNE BOULEVARD, SUITE 424
AVENTURA, FLORIDA 33180

May 13, 1997

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

100002183531--8
-05/19/97--01139--016
*****70.00 *****70.00

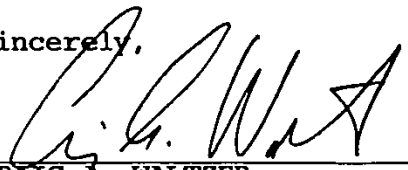
Re: CIGARETTE FINANCING CORP.

Dear Sirs:

Enclosed please find duplicate notarized and executed Articles of Incorporation for the above referenced entity, along with a check in the amount of \$70.00.

Please forward your acceptance along with our Florida Charter Number, at your earliest convenience.

Sincerely,


CRAIG A. WALTZER

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 19 1997

6/5/97

97 MAY 13 1968

ARTICLES OF INCORPORATION OF CIGARETTE FINANCING CORP.

ARTICLE I

The name of this corporation shall be as follows:
CIGARETTE FINANCING CORP., and the initial principal office of
this Corporation shall be: 20801 BISCAYNE BOULEVARD, SUITE 424,
AVENTURA, FLORIDA 33180.

ARTICLE II

The commencement of existence of the corporation shall
be the date of filing.

ARTICLE III

The general nature of the business and objects and
purposes proposed to be transacted and carried on by this
corporation are to do any and all of the things herein mentioned,
as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its
corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at
pleasure, and to use the same by causing it, or a facsimile
thereof, to be impressed, affixed, or in any other manner
reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates or interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

. . .

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporations or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any persons who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The corporation shall have authority to issue 5,000 shares of common stock, and such shares shall have a \$.01 par value.

ARTICLE V

The street address, principal office and initial registered office of the corporation shall be 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180. The office of the registered agent of the corporation shall be 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180 and the initial registered agent at said address shall be CRAIG A. WALTZER, who hereby is familiar with, and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE VI

There shall be no initial Board of Directors. The normal powers and duties of the Board of Directors, including the management and operation of the corporation shall be conferred upon the President of the corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 1997

ARTICLE VII

The initial President of the corporation shall be ADAM SCHILD.

ARTICLE VIII

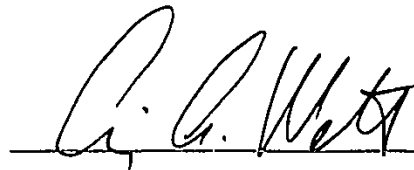
The sole incorporator of this corporation is ADAM SCHILD of 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180.

ADAM SCHILD being the incorporator and CRAIG A. WALTZER being the registered agent, hereinabove names, for the purpose of forming a corporation for profit to do business both within and without the state of Florida, do hereby make, subscribe, acknowledge and file these articles, and accordingly have hereunto set my hand and seal this 13th day of MAY, 1997.



(SEAL)

Incorporator



(SEAL)

Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF REVENUE
07 MAY 1997

STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **CRAIG A. WALTZER**, to me known to be the person described as the registered agent and **ADAM SCHILD** to be the person described as the incorporator, who executed the foregoing Articles of Incorporation. *by check to*

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above, this 13th day of MAY, 1997.

Shelley R. Mathews
Commission Expires:

OFFICIAL NOTARY SEAL
SHELLEY R. MATHEWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC556914
MY COMMISSION EXP. MAY 28, 2000