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N.L.C.  
ATTN: Dr. France Laporte  
33385 U.S. Hwy 19 N.  
Kalamazoo, MI 49001-3484

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W97-23749

Examiner's Initials	
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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 17, 1997

**DR. FRANCE CARPENTIER**  
5 BIRDIE LANE  
PALM HARBOR, FL 34683

**SUBJECT: MOTION X-RAY, INC. DBA NU-BEST DIAGNOSTIC LABS**  
Ref. Number: W97000023749

We have received your document for MOTION X-RAY, INC. DBA NU-BEST DIAGNOSTIC LABS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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 (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 297A00050828

ARTICLES OF INCORPORATION

OF

MOTION X-RAY, INC.

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The undersigned natural person, competent and having legally purchased a Nu-Best Diagnostic Labs franchise and licensed to practice chiropractic in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be the "Motion X-Ray, Inc." Its principal office and mailing address is 5 Birdie Lane, Palm Harbor, FL 34683.

ARTICLE II

PURPOSE

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

- a. To provide medical testings, such as videofluoroscopic exam, muscle testing, ranges of motion, and other health related diagnostic testing as permitted by Nu-Best franchise;
- b. To engage in 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 professional services as the 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 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.

### ARTICLE III

#### CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 (ten thousand) shares of common stock at \$1.00 (one dollar) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or service.
- c. Shares of the corporation's stock and certificates shall be issued only to chiropractors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### ARTICLE IV.

#### DURATION

The corporation shall have personal existence. This incorporation shall commence its existence.

### ARTICLE V.

#### REGISTERED AGENT

The address of this corporation's initial registered office is 5 Birdie Lane, Palm Harbor, FL 34683 and the name of its initial registered agent at said address is Dr. France Carpentier.

### ARTICLE VI

#### INCORPORATOR

The name and address of the Incorporator is as follows:

Dr. France Carpentier  
5 Birdie Lane  
Palm Harbor, FL 34683

### ARTICLE VII

## BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. 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:

Dr. France Carpentier  
5 Birdie Lane  
Palm Harbor, FL 34683

Dr. Rick Argall  
5 Birdie Lane  
Palm Harbor, FL 34683

## ARTICLE VIII

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any office, 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 him by the corporation, except that such shares shall not be entitled to dividends.

## ARTICLE 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.

## ARTICLE XI

### INDEMNIFICATION

The corporation shall indemnify any office or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE XII

BYLAW 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 the State of Florida, this day of

11-25, 1997  
France Carpentier (Incorporator)

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared. Dr. France Carpentier, to be well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of

11-25, 1997  
Mark W. Kuschel (Notary)

(Seal:)

*affiant personally known to me.*



MARK W KUSCHEL  
My Commission CC350997  
Expires Feb. 28, 1998  
Bonded by HAI  
800-422-1555

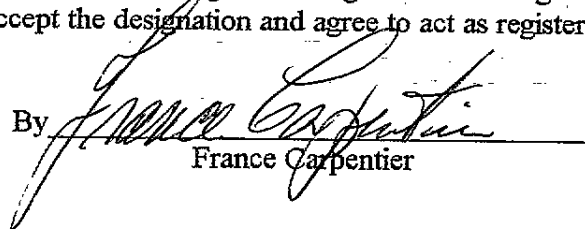
CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT

MOTION X-RAY, INC.

Motion X-Ray, Inc. desiring to organize under and directly according with the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at 5 Birdie Lane, Palm Harbor, FL 34683 has named France Carpentier whose business office is located at 5 Birdie Lane, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, its registered agent to accept service of process within the state.

Acknowledging France Carpentier having been designated as the registered agent for Motion X-Ray, Inc., I hereby accept the designation and agree to act as registered agent of said Corporation.

By

  
France Carpentier

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