

P98000013758

TRANSMITTAL LETTER

Department of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

SUBJECT: ROBERT LESHAW, P.A.

000002427630--9
-02/11/98-01065-011
***122.50 ***122.50

Enclosed is an **ORIGINAL** and **(1) COPY** of the Articles of Incorporation and a check for **\$122.50** payable to the Department of State.

Please mail the **CERTIFIED** Copy of these Articles to the following address:

Robert S. Leshaw
313 Layne Blvd., Hallandale FL 33009

Telephone #: 954-458-1212

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98 FEB 11 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/11/98-7.4M

ARTICLES OF INCORPORATION

OF

ROBERT LESHAW, P.A.

ARTICLE I. NAME

The name of this corporation shall be ROBERT LESHAW, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of providing chiropractic services engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares common stock par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of

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new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This

Articles Of Incorporation Of ROBERT LESHAW, P.A.

Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Robert S. Leshaw, 313 Layne Blvd., Hallandale FL 33009.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 313 Layne Blvd., Hallandale FL 33009.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert S. Leshaw.

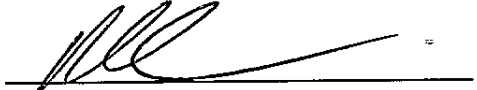
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Robert S. Leshaw, 313 Layne Blvd., Hallandale FL 33009.

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ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Robert S. Leshaw - Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: **ROBERT LESHAW, P.A.**
2. The name and address of the registered agent is:
Robert S. Leshaw
313 Layne Blvd.
Hallandale FL 33009

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED 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 DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert S. Leshaw - Registered Agent

2-4-98
DATE

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