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RECEIVED
98 FEB 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 20, 1998

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

RE: Articles of Incorporation of
ROSE HEALTHCARE CENTER, P.A.
Our File No.: 10,252

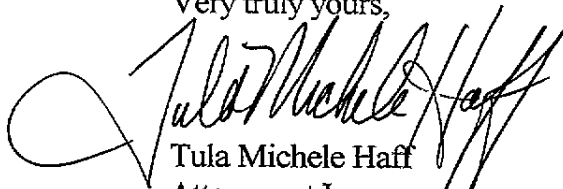
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*****70.00 *****70.00

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,


Tula Michele Haff
Attorney at Law

TMH/djb

Enclosures

xc: New Innovations

F. CHESSEB FEB 24 1998.

ARTICLES OF INCORPORATION
OF
ROSE HEALTHCARE CENTER, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice chiropractic in the State of Florida hereby adopts the following Articles of Incorporation for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation is Rose Healthcare Center, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the professional service corporation is:

6638 Old Winter Garden Road, Orlando, Florida 32835.

ARTICLE III - CAPITAL STOCK

A. The professional service corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares, all of one class, at One Dollar (\$1.00) par value.

B. Shares of this professional service 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 - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this corporation shall be 6638 Old Winter Garden Road, Orlando, Florida 32835, and the initial registered agent of this corporation at such office shall be BARRY L. ROSE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator(s) signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
BARRY L. ROSE	6638 Old Winter Garden Road Orlando, Florida 32835
MIMI H. SUHAR	6638 Old Winter Garden Road Orlando, Florida 32835

ARTICLE VI - BOARD OF DIRECTORS

A. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

B. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The name(s) and street address(es) of the initial director(s) of the corporation are:

BARRY L. ROSE
6638 Old Winter Garden Road
Orlando, Florida 32835

MIMI H. SUHAR
6638 Old Winter Garden Road
Orlando, Florida 32835

ARTICLE VII - PURPOSE

This professional service corporation is organized for the purposes of the practice of medicine, the practice of chiropractic and for transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VIII - DURATION

The professional service corporation shall have perpetual existence.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

Any officers, directors, stockholders, agents or employees of this professional service corporation who become legally disqualified to render the professional services for which the corporation is organized, or accept employment that places restrictions or limitations on their continued rendering of such professional services, shall forthwith sever all employment with this corporation. They shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by this corporation on account of professional services. Upon such disqualification of any shareholder, the Corporation shall purchase such shareholder's shares and pay the shareholder all amounts owing and lawfully due to the shareholder by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation. Additionally, the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall have full pre-emptive rights to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue shares.

ARTICLE XIII - BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal by-laws of the professional service corporation shall be vested in the Board of Directors and the shareholders provided that such amendment be in compliance with the laws of Florida governing professional service corporations.

ARTICLE XIV - AMENDMENT

The professional service corporation may amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporator(s) execute these articles of incorporation.

Barry L. Rose
BARRY L. ROSE, Incorporator

Mimi H. Suhar
MIMI H. SUHAR, Incorporator

IN WITNESS WHEREOF, the undersigned, as the initial registered agent, is familiar with and accepts the duties and responsibilities as the registered agent for Rose Healthcare Center, P.A.

Barry L. Rose
BARRY L. ROSE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation of Rose Healthcare Center, P.A., were acknowledged before me this 30th day of July, 1997, by BARRY L. ROSE, as Incorporator, and who is personally known to me, or who produced Florida Doctor's License as identification.

Harry M. Borden
Notary Public

HARRY M BORDEN
Printed Name of Notary
My Commission Expires:



HARRY M BORDEN
My Commission CC543809
Expires Mar. 28, 2000

RE: ARTICLES OF INCORPORATION of
Rose Healthcare Center, P.A.

STATE OF FLORIDA

COUNTY OF Orange

The foregoing Articles of Incorporation of Rose Healthcare Center, P.A., were acknowledged before me this 30th day of July, 1997, by MIMI H. SUHAR, as Incorporator, and who is personally known to me, or who produced Florida Dental License as identification.

Harry M Borden
Notary Public

HARRY M BORDEN
Printed Name of Notary
My Commission Expires:



HARRY M BORDEN
My Commission CC543809
Expires Mar. 28, 2000

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