

P98000033721

ROMANIK HUSS PAOLI & IVERS
1901 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS
RICHARD A. IVERS*
ANITA PAOLI
SAMUEL A. LEWIS
AUGUST C. PAOLI
DAVID S. ROMANIK
* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33022
TELEPHONE (954) 922-4656
TELEFAX (954) 925-2856
EMAIL RHPI@RHPI.COM
HTTP: //WWW.RHPI.COM

EFFECTIVE DATE
4-9-98

April 3, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

100002486271--5
-04/13/98--01040--011
****122.50 ****122.50

Re: CHIROPLUS OF BOCA RATON, P.A.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the enclosed return envelope.

Sincerely yours,


Samuel A. Lewis

SAL/jds
Enclosures
sal/bastkowski/1

FILED
88 APR 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS
4/14/98

ARTICLES OF INCORPORATION

OF

CHIROPLUS OF BOCA RATON, P.A.

EFFECTIVE DATE
4-9-98

FILED
98 APR 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a professional service corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CHIROPLUS OF BOCA RATON, P.A.

ARTICLE II - BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) To engage solely and specifically in the business of conducting the practice of chiropractic medicine only through persons qualified to practice chiropractic medicine in the State of Florida.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.

This instrument prepared by:
Samuel A. Lewis, Esq.
1901 Harrison Street
Hollywood, FL 33020
954-922-4656
Florida Bar No. 55360

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the board of directors at a meeting called for such purpose. All stock when issued shall be paid fully and shall be non-assessable.

(b) In the election of directors of the corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized.

(d) No one other than an individual who is duly licensed by the Florida Department of Business and Professional Regulation to practice chiropractic medicine in the State of Florida may own any capital stock of this corporation.

(e) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be Five Hundred (\$500.00) Dollars.

ARTICLE V - EXISTENCE OF CORPORATION

The effective date of incorporation shall be April 9, 1998 and thereafter this corporation shall exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE; INITIAL REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office of this corporation is 141 NW 20th Street, Boca Raton, Florida. The initial registered office of this corporation is 1901 Harrison Street, Hollywood, Florida, and the initial registered agent of this corporation is SAMUEL A. LEWIS. The mailing address for this corporation is 141 NW 20th Street, Boca Raton, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The names and addresses of the initial directors of this corporation is:

MICHAEL R. BASTKOWSKI
141 NW 20th Street
Boca Raton, Florida

STEPHEN BADER
141 NW 20th Street
Boca Raton, Florida

The initial officers of this corporation shall be:

President / Secretary	-	MICHAEL R. BASTKOWSKI
Vice President / Treasurer	-	STEPHEN BADER

Officers shall be elected from time to time in the manner set forth in the by-laws of this corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these articles is SAMUEL A. LEWIS, 1901 Harrison Street, Hollywood, Florida 33020.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X - POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

ARTICLE XI - CORPORATE DEBTS

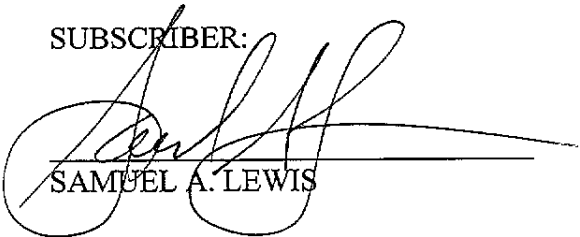
The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1998.

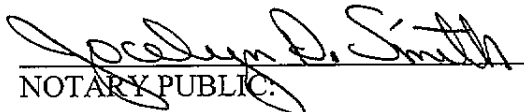
SUBSCRIBER:


SAMUEL A. LEWIS

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared SAMUEL A. LEWIS, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of April, 1998.


NOTARY PUBLIC



JOCELYN D. SMITH
My Comm Exp. 11/14/2000
Bonded By Service Ins
No. CC601610
I Personally Known I Other I.D.

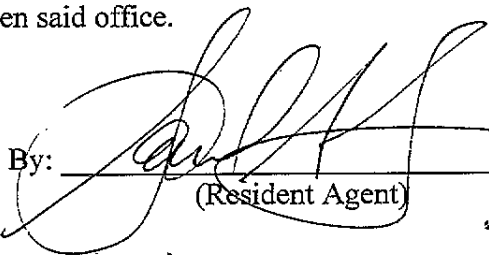
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

First--That CHIROPLUS OF BOCA RATON, P.A., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the articles of incorporation at
141 NW 20th Street, City of Boca Raton, State of Florida, has named SAMUEL A. LEWIS, located
at 1901 Harrison Street, City of Hollywood, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above- stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

By: 
(Resident Agent)

FILED
98 APR 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA