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ATWOOD AND McGRATH NEUROSPINAL CLINIC, INC.
4481 Frankie Ct
N.Ft. Myers, FL 33903

DEAR CORPORATION DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$ 73.50 for filing fees.

A certified copy is requested and the additional fee in the amount of \$ 49.00 is enclosed.

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

8/20/98
Date


Signature of Incorporator

Robert A. Hawthorne
Name of Incorporator

(941) 656-1803
Telephone

800002623158--1
-08/24/98--01089--001
*****73.50 *****73.50

Office Use Only

), (if known):

800002623158--1
-08/24/98--01089--001
*****49.00 *****49.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
ATWOOD AND McGRATH NEUROSPINAL CLINIC, Inc.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

ARTICLE 1. The name of the Corporation is: Atwood and McGrath Neurospinal Clinic, Inc.

ARTICLE 2. The principal place of business and mailing address of this corporation is:

4481 Frankie Court, North Fort Myers, Florida 33903

ARTICLE 3. The corporation is organized for the purpose of providing chiropractic health care to our patients.

ARTICLE 4. The corporation is authorized to issue one class of stock, that being 5000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 5. The name and address of the corporation's initial registered agent is:

Robert A. Hawthorne, 4481 Frankie Ct., N. Ft. Myers, FL 33903

ARTICLE 6. The name and street address of the incorporator of this corporation is:

Robert a. Hawthorne, 4481 Frankie Court, N. Ft. Myers, FL 33903

ARTICLE 7 The corporation shall have two director initially. The number may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two. the name and address of the initial director of this corporation is:

Michael S. Atwood 3787 Winkler Ext. 316, Ft. Myers, FL 33916
John W. McGrath 4933 Hadaway Rd, Kenisaw, Ga. 30152

ARTICLE 8. No director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

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ARTICLE 9. The initial officers of this corporation shall be President, Vice-President, Secretary, and Treasurer.

ARTICLE 10. The principal stockholders shall advance to the capital fund an equal amount to be agreed upon signing these documents.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

8/20/98 Robert A. Hawthorne Robert A. Hawthorne
Date Signature of Incorporator Name of Incorporator

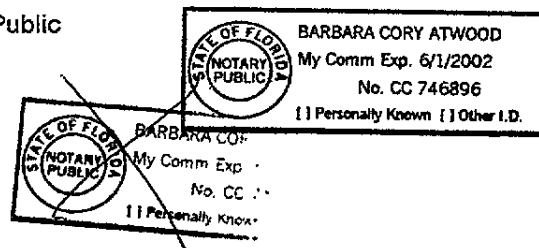
STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Robert A. Hawthorne, to me known to be the person described as subscriber in Atwood and Sullivan neurospinal Clinic, Inc. and who executed the foregoing Articles of Incorporation, who produced Florida Drivers Licence No, H365-761-36-050-0 and acknowledged before me that she subscribed to those Articles Of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 20 day of August 1998,

Barbara Cory Atwood

Notary Public



CERTIFICATE OF DESIGNATION

OF

REGISTERED OFFICE AND REGISTERED AGENT

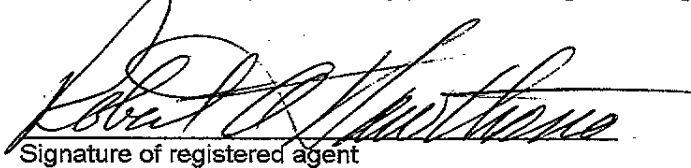
Pursuant to section 607,0501 of The Florida Business Corporation Act, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

ATWOOD AND McGRATH NEUROSPINAL CLINIC .INC

1. The name and address of the corporation's registered agent and registered office is:

Robert A. Hawthorne
4481 Frankie Ct.
N Ft. Myers, Fl. 33903

Having been named as the registered agent and to accept service of process for the above stated 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.


Signature of registered agent

Aug 20, 98
Date of signature

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA