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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 12, 1998

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

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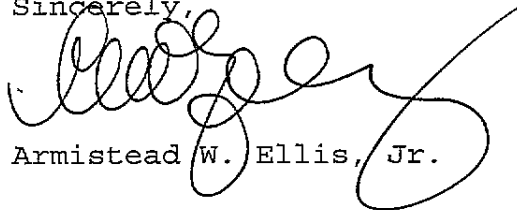
Re: Articles of Professional Association
Family Wellness Center, Dr. Keith Engler, P.A.

Dear Secretary:

Enclosed please find an original and one copy of the Articles of Professional Association to be filed with the Secretary of State along with our check for the filing.

If you have any questions or need any further information, please do not hesitate to contact this office.

Sincerely,


Armistead W. Ellis, Jr.

AWE:dc
enc

8-27-98
AM

ARTICLES OF PROFESSIONAL ASSOCIATION

OF

FAMILY WELLNESS CENTER, DR. KEITH ENGLER, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Professional Association, a natural person, over the age of 18 years, competent to contract, and duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the further formation of a Professional Association under the Corporation Act, and other laws of the State of Florida.

1. Name. The name of the Professional Association is FAMILY WELLNESS CENTER, DR. KEITH ENGLER, P.A.

2. Nature of Business. The general nature of the business to be transacted by the Professional Association is: CHIROPRACTIC SERVICES.

(a) to engage in every phase and aspect of the business of providing chiropractic services..

(b) to invest the funds of the Professional Association in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;

(c) to do everything necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objectives, or the furtherance of any of the purposes enumerated in these Articles of Professional Association or any amendment thereof necessary or incidental to the protection and benefit of the Professional Association, and in general, either

alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Professional Association.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Professional Association; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Professional Association otherwise permitted by law.

3. Capital Stock. The maximum number of shares of stock that the Professional Association is authorized to have outstanding at any one time is 100 shares of common stock having no par value.

4. Term of Existence. The Professional Association is to exist perpetually.

5. Address. The street address of the initial registered office of this Professional Association is 123 West Turgot, Edgewater, Fl 32132 and the name of the initial registered agent at that address is Dr. Keith Engler.

6. Directors. The business of the Professional Association be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one and subject to such minimum, may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be 1.

7. Initial Directors. The names and street addresses of the

members of the first Board of Directors is:

Dr. Keith Engler, D.C.
123 W. Turgot
Edgewater, FL 32132

8. Subscribers. The names and street addresses of the persons signing the Articles of Professional Association as subscribers are

Dr. Keith Engler, D.C.
123 West Turgot
Edgewater, Fl 32132

9. Voting Trusts. No shareholder of the Professional Association shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares unless said voting trust shall be executed by all persons then holding stock in the Professional Association.

10. Contracts. No contract or other transaction between the Professional Association and any other Professional Association shall be affected by the fact that any director of the Professional Association is interested in, or is a director or officer of, such other Professional Association, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Professional Association or in which the Professional is interested; and no contract or other transaction of the Professional Association which any person, firm, or Professional Association shall be an interested party in shall be affected by the fact that any director of the Professional Association is a party to or in any way connected with such person, firm, or Professional Association, and every person who may become a director of the Professional Association is hereby relieved from

any liability that might otherwise exist from contracting with the Professional Association for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

11. Removal of Directors. The shareholders of this Professional Association shall be entitled to remove any director from office during his term.

12. Restraint on Alienation of Shares. The shareholders of the Professional Association shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Professional Association, any regulation or restrictive provisions regarding the proposed sale, transfer, or other disposition of any outstanding shares of the Professional Association by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Professional Association provided, however, that such regulation or restrictive provisions shall not affect the rights of the third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Professional Association may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Professional Association, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such a purpose.

13. Additional Corporate Powers. In furtherance and not in

limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the Professional Association shall have all the following powers:

(a) to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose conducting any legal business;

(b) at its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Professional Association setting forth the terms and conditions of such purchase; provided, however, that the capital of the Professional Association is not impaired;

(c) at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with By-Laws adopted by the shareholders of the Professional Association setting forth the terms and conditions of such purchase; provided, however, that the capital of the Professional Association is not impaired.

14. Amendment. These Articles of Professional Association may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these

Articles of Professional Association be made. All rights of shareholders are subject to this reservation.

15. By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

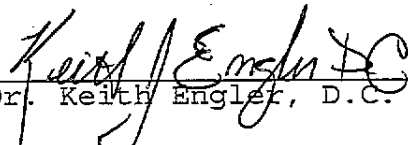
16. Calling of Special Meetings. Special meeting of shareholders may be called by a majority of the Board of Directors, President or Vice President of the Professional Association.

17. Meetings by Conference Telephone. Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

18. Action by Directors Without a Meeting. The Directors of this Professional Association may take action by written consent, as provided by law.

19. Indemnifications. The Professional Association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, Dr. Keith Engler, D.C. the subscriber has executed these Articles of Professional Association this ___ day of August, 1998.



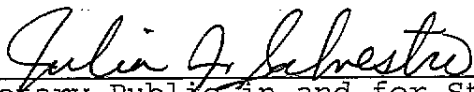
Dr. Keith Engler, D.C.

STATE OF FLORIDA
COUNTY OF VOLUSIA

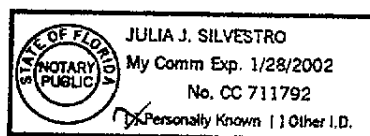
I, Julia J. Silvestro, a notary public in and for said State and County, do hereby certify that Dr. Keith Engler, D.C., whose name is signed to the foregoing instrument and who are ~~is~~ personally known to me and/or ☐ identified with the following picture identification _____ and acknowledged

before me that on this day that, being informed of the contents of such instrument, that the instrument was executed voluntarily and is true based upon personal knowledge, information and belief.

GIVEN under my hand and seal this 19 day of August, 1998.


Notary Public in and for State and
County aforesaid

My commission expires:



**DESIGNATION OF REGISTERED AGENT OF
FAMILY WELLNESS CENTER, DR. KEITH ENGLER, P.A.**

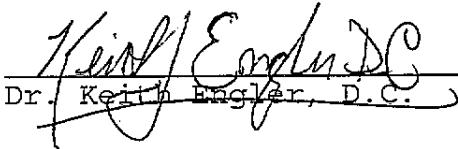
The street address of the initial registered agent of the Professional Association is 123 West Turgot, Edgewater, Florida, 32132, and the name of the initial registered agent of the Professional Association at that address is Dr. Keith Engler, D.C.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as Agent for the Service of Process within the State of Florida upon FAMILY WELLNESS CENTER, DR. KEITH ENGLER, P.A. does hereby accept appointment as such agent for the above named Professional Association.

The location of the office of the said Professional Association is 123 West Turgot, Edgewater, FL 32132.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereby affixed at Volusia County, of the State of Florida, this ____ day of August, 1998.

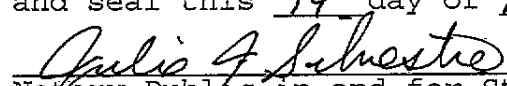


Dr. Keith Engler, D.C.

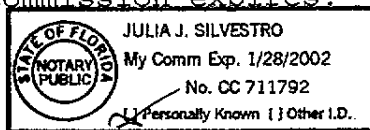
STATE OF FLORIDA
COUNTY OF VOLUSIA

I, Julia J. Silvestro a notary public in and for said State and County, do hereby certify that Dr. Keith Engler, D.C., whose name is signed to the foregoing instrument and who is ☒ personally known to me and/or ☐ identified with the following picture identification _____ and acknowledged before me that on this day that, being informed of the contents of such instrument, that the instrument was executed voluntarily and is true based upon personal knowledge, information and belief.

GIVEN under my hand and seal this 19 day of Aug., 1998.



Notary Public in and for State of
County aforesaid
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA