

- 1 -  
P98000082385

To: Division of Corporation - New Filings  
From: Carlos G. Hinojosa - President of corporation to be formed filed.  
FILED  
98 SEP 21 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

Subject: Filing of Corporation and Fictitious Name.

100002644251--6  
-09/21/98--01037--011  
\*\*\*\*202.50 \*\*\*\*122.50

After speaking with Barbara at your office, she asked that I include this letter. I am sending the Articles of Incorporation for Chirouista, P.A. and sending in the paper work to file for the fictitious name all at once. I have also placed an ad in the Miami Herald that is supposed to print the 17th of Sept. I am including the fee for filing 122.50 plus the fictitious name fee 50.00 plus certified copy fee 30.00 total = 202.50. She said that I can file it all together and you would attach a number immediately to the fictitious name form. Thanks. Summary on second page. X

Articles of Incorporation	— >	122.50
fictitious name filing	— >	50.00
Certified Copy	— >	30.00
		<hr/>
Total		202.50

\* All filed at once

\* Amount all on one check.

\* Ms. Barbara asked to remind to attach a number  
to the fictitious name application.

Thanks in Advance

Cal G

Carlos G. Hinojosa D.C.

1710 S.W. 27<sup>th</sup> Ave Suite #2

Miami, FL 33145

(305) 447-0520

Fax (305) 447-0604

ARTICLES OF INCORPORATION

OF

Chirovista, P.A.

FILED  
98 SEP 21 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Chirovista, 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 shates of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

Articles Of Incorporation Of Chirovista, P.A.

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 Chirovista, 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 two (2). 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:

Carlos G. Hinojosa, W Bay Harbor#6B Bay Harbor Fl. 33154  
Miriam Mizrahi, 2187 Chartwell Dr. Marietta Ga. 30066

#### 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: 1710 S.W. 27th Ave. #2 Miami Fl. 33145

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Carlos G. Hinojosa

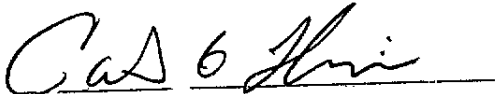
#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Carlos G. Hinojosa, 9102 W Bay Harbor#6B Bay Harbor Fl. 33154

Articles Of Incorporation Of Chirovista., P.A.

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.

  
Carlos G. Hinojosa - 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: Chirovista P.A.
2. The name and address of the registered agent is:

Carlos G. Hinojosa  
9102 W Bay Harbor #6B  
Bay Harbor Fl. 33154

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.

Carlos G. Hinojosa Registered Agent

9-15-98  
DATE

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98 SEP 21 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA