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Loretta M. Hulsey, D.C., C.C.S.P.
2722 Manatee Avenue West, Suite 2
Bradenton, FL 34205
Tel: (941) 750-6602
FAX: (941) 750-6608

December 7, 1998

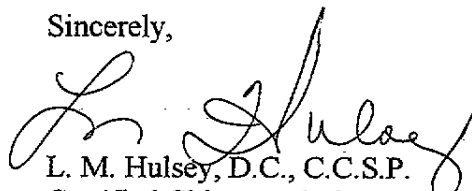
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*****78.75 *****78.75

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

To Whom It May Concern:

Enclosed are the articles of incorporation and a check in the amount of \$78.75 as specified by Freida in your office. Please let me know if additional information is required.

Sincerely,


L. M. Hulsey, D.C., C.C.S.P.
Certified Chiropractic Sports Physician

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 8:48

RECEIVED DEC 17 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

LORETTA M. HULSEY, D.C., C.C.S.P.
2722 MANATEE AVENUE WEST
SUITE 2
BRADENTON, FL 34205

SUBJECT: ALTERNATIVE CARE CHRIOPRACTIC CENTER, P.A.
Ref. Number: W98000027802

We have received your document for ALTERNATIVE CARE CHRIOPRACTIC CENTER, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article Four states the corporation will be formed under the General Corporation Law of Delaware. If this is to be a Delaware corporation, you must file the document with the state of Delaware. If this is to be a Florida corporation, please change the wording in the document to reflect this.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 998A00058538

**CERTIFICATE OF INCORPORATION
OF**

Alternative Care Chiropractic Center, P.A.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is Alternative Care Chiropractic Center, P.A.

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT** Bradenton, FL 34205

The address of the initial registered office of the Corporation is 2722 Manatee Ave. W., Suite 2
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Loretta M. Hulsey

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is one thousand (1,000) shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Loretta M. Hulsey

2722 Manatee Avenue West, Suite 2

Bradenton, FL 34205

**SEVENTH (A)
NATURE OF BUSINESS**

Chiropractic Physician's office

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SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Loretta M. Hulsey

2722 Manatee Avenue West, Suite 2
Bradenton, FL 34205

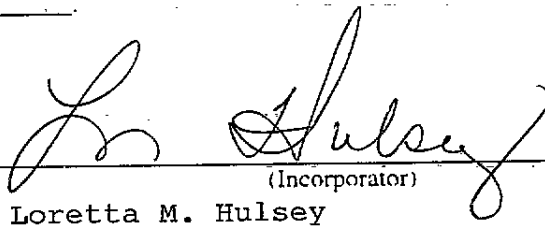
EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

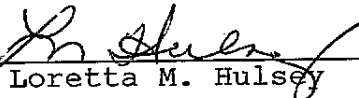
The effective date of this Certificate of Incorporation shall be January 1, 1999

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

January 1, 1999


(Incorporator)
Loretta M. Hulsey

I am hereby familiar with and accept the duties and responsibilities as
Registered Agent.


Loretta M. Hulsey

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DIVISION OF CORPORATION