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ACCOUNT NO. : 072100000032

REFERENCE : 122046 4352702

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pajute

ORDER DATE : February 3, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 122046-005

CUSTOMER NO: 4352702

800002763598--8

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: DANIEL K. UNDERWOOD, D.C.,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 2/3/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 3:15

DIVISION OF CORPORATION

99 FEB -3 PM 12:12

RECEIVED

EFFECTIVE DATE

2/2/99

ARTICLES OF INCORPORATION

OF

DANIEL K. UNDERWOOD, D.C., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 3:15

These Articles of Incorporation are signed by the incorporator for the purpose of forming a professional service corporation under and, in all respects, in compliance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Daniel K. Underwood, D.C., P.A.

2. Purpose. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of chiropractic medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of chiropractic medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of chiropractic medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of chiropractic medicine.

3. Principal Office. The principal office of the Corporation is:

200 South Orange Avenue
Sarasota, Florida 34236

4. Mailing Address. The mailing address of the Corporation is:

200 South Orange Avenue
Sarasota, Florida 34236

5. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

6. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price for which it is offered to others.

7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore
200 S. Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

9. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore
200 S. Orange Avenue
Sarasota, FL 34236

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99 FEB -3 PM 3: 15

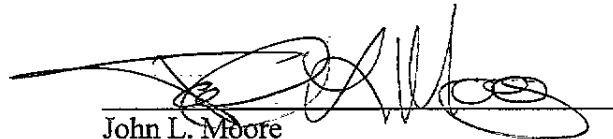
10. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

11. Effective Date. The existence of the Corporation shall commence on February 2, 1999, and shall be perpetual.

12. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

13. Restriction. No shares of this corporation shall be issued except to an individual, a professional corporation, or a professional limited liability company who or which is duly licensed or otherwise legally authorized to practice chiropractic medicine in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of February, 1999.



John L. Moore
Incorporator and Registered Agent

LAF-344306