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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

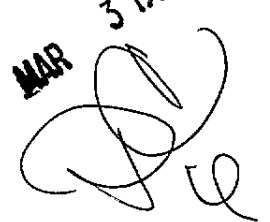
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*****70.00 *****70.00

SUBJECT: INTRACOASTAL CHIROPRACTIC CLINIC, P.A.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM: Robert DeVincentis
14185 Beach Blvd, Suite 9
Jacksonville, FL 32250
(904) 223-1616

FILED
99 MAR - 1 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 3 1999


**ARTICLES OF INCORPORATION
OF**

INTRACOASTAL CHIROPRACTIC CLINIC, P.A.
A Professional Association

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Professional Association under Florida's Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the Professional Association shall be: **INTRACOASTAL CHIROPRACTIC CLINIC, P.A.**, (hereinafter, "Professional Association").

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Professional Association shall be: **14185 BEACH BOULEVARD SUITE 9, JACKSONVILLE, FL 32250.**

ARTICLE 3: SHARES

3.1 The maximum number of shares that this Professional Association is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3.3 The Board of Director(s) of the Professional Association may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Professional Association.

3.4 The Board of Director(s) of the Professional Association may, by Restated Articles of Incorporation, classify or reclassify any unissued stock, from time to time, by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is **ROBERT DeVINCENTIS**, whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: PURPOSE AND RESTRICTIONS

The purpose for which the Professional Association is organized is to engage in the licensed practice of **CHIROPRACTIC SERVICES** under regulation of the Florida Department of Professional Regulation. No officer, shareholder, employee, or agent shall practice any other occupation on behalf of, or in the name of, this Professional Association, except to the extent allowed by Florida law. No person rendering professional services shall become an officer, shareholder, employee, or agent of this Professional Association who does not possess a license in the same occupation for which this Professional Association is organized. Should any such person lose the license to so practice, that person shall immediately sever all employment with, and financial interests in, this Professional Association.

ARTICLE 6: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**ROBERT DeVINCENTIS
14185 BEACH BOULEVARD, SUITE 9
JACKSONVILLE, FL 32250**

ARTICLE 7: SUB-CHAPTER S CORPORATION

7.1 The shareholders of this Professional Association may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders unanimously agree otherwise in writing.

7.2 After this Professional Association has elected to be an S Corporation, none of the shareholders of this Professional Association, without the written consent of all the shareholders of this Professional Association shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Professional Association, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Professional Association has elected to be an S Corporation, each share of stock issued by this Professional Association shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Professional Association to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8: POWERS OF CORPORATION

The Professional Association shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9: SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Professional Association may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Professional Association and transferability of the shares of stock of the Professional Association. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Professional Association.

ARTICLE 10: TERM OF EXISTENCE

This Professional Association shall have perpetual existence.

ARTICLE 11: REGISTERED OWNER(S)

The Professional Association, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Professional Association as the owner thereto, for all purposes, and except as may be agreed in writing by the Professional Association, the Professional Association shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Association shall have notice thereof.

ARTICLE 12: BYLAWS

The Board of Director(s) of the Professional Association shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Professional Association, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

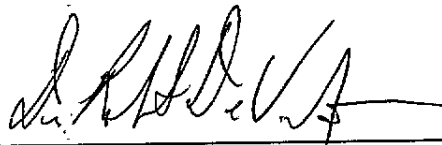
ARTICLE 13: EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14: AMENDMENT

The Professional Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision of these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 25th Day of February, 1999.

2/25/99 
Robert DeVincentis

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to Florida law, the undersigned Professional Association 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 Professional Association is: **INTRACOASTAL CHIROPRACTIC CLINIC, P.A.**
2. The name and address of the registered agent and office is:

**ROBERT DeVINCENTIS
14185 BEACH BLVD, SUITE 9
JACKSONVILLE, FL 32250**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL ASSOCIATION 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.



ROBERT DeVINCENTIS

2-25-99
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