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Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

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-08/12/99--01061--019
Office Use Only *****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Coconut Grove Chiropractic P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of State

99 AUG 12 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 AUG 12 PM 4:45
FILED

Examiner's Initials oxc 8/12

ARTICLES OF INCORPORATION
of
COCONUT GROVE CHIROPRACTIC, P.A.

FILED
99 AUG 12 PM 2:37
SILVER SPRING, FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME/ADDRESS

The name and initial address of this corporation shall be: **COCONUT GROVE CHIROPRACTIC, P.A.**, 125 Edgewater Drive, #9, Coral Gables, Florida 33133.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general purpose for which the corporation is organized is to engage in every aspect of the practice of Chiropractic Medicine. The professional services involved in the corporation's practice of Chiropractic Medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice Chiropractic Medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of Chiropractic Medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 125 Edgewater Drive, #9, Coral Gables, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: Thomas R. Mauro, D.C.

ARTICLE VI
INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The name and address of the person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Thomas R. Mauro	125 Edgewater Drive, #9 Coral Gables, Florida 33133

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is: Thomas R. Mauro, 125 Edgewater Drive, #9, Coral Gables, Florida, 33133.

ARTICLE VIII
ELIGIBLE SHAREHOLDERS

A. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice Chiropractic Medicine in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice Chiropractic Medicine in this state; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner

prohibited by law, or in a manner inconsistent with the provisions of these Articles or the bylaws of this corporation; or

- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

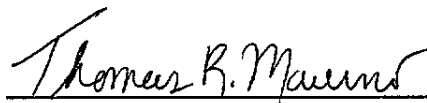
B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice Chiropractic Medicine in the state of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IX **INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 9th day of August, 1999.

Handwritten signature of Thomas R. Maurno in cursive script.

Thomas R. Maurno,
Incorporator

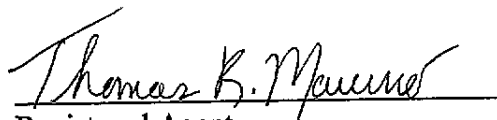
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

That, **COCONUT GROVE CHIROPRACTIC, P.A.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Miami-Dade County, State of Florida, has named Thomas R. Maurno, 125 Edgewater Drive, #9, Coral Gables, Florida 33133, County of Miami-Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by section 607.325 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Registered Agent

DATED: this 9th day of
August, 1999.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA
AUG 12 PM 2:38

FILED