

(SAMPLE LETTER OF TRANSMITTAL)

Date September 11th, 1999

P99000090147

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

000003008330--7  
-10/07/99--01040--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Spirelli Healthcare of North Miami Beach, Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Dean Spirelli  
(individual's name)

FILED  
99 OCT -7 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Spirelli Healthcare of North Miami Beach, Inc.  
(name of corporation)

MAILING ADDRESS OF CORPORATION

Spirelli Healthcare of  
North Miami Beach, Inc.

1352 NE 163rd Street

No. Miami Beach, FL 33162

PHONE

( 305 )  
Area Code

949-5999  
Number

Ext.

Marc Weinberg GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Address on Cert. of Designation  
DATE 10/13 RA Page  
DOJ. EXAM SHT

SHT  
10/13

# ARTICLES OF INCORPORATION

of

Spirelli Healthcare of North Miami Beach, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

Spirelli Healthcare of North Miami Beach, Inc.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. Chiropractic clinic

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares ( 5000 ) of Common Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Spirelli Healthcare of North Miami Beach, Inc.</u>		
ADDRESS	<u>1352 NE 163rd Street</u>		
CITY	<u>North Miami Beach</u>	FLORIDA	ZIP <u>33162</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Dean Spirelli</u>		
ADDRESS	<u>21318 Falls Ridge Way</u>		
CITY	<u>Boca Raton</u>	FLORIDA	ZIP <u>33428</u>

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Dean Spirelli</u>		
ADDRESS	<u>21318 Falls Ridge Way</u>		
CITY	<u>Boca Raton</u>	STATE <u>FL</u>	ZIP <u>33428</u>
NAME	<u>Marc K. Weinberg</u>		
ADDRESS	<u>332 Poinciana Isle</u>		
CITY	<u>Sunny Isle</u>	STATE <u>FL</u>	ZIP <u>33160</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED  
9 OCT -7 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dr. Dean Spirelli		
ADDRESS	21318 Falls Ridge Way		
CITY	Boca Raton	STATE	FL ZIP 33428
NAME	Dr Marc K. Weinberg		
ADDRESS	332 Poinciana Isle		
CITY	Sunny Isle	STATE	FL ZIP 33160
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11th day of September, 19 99.

Dean Spirelli

(Seal)

Marc K. Weinberg

(Seal)

Notary

(Seal)

STATE OF FLORIDA

COUNTY OF Broward

SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Dean Spirelli

known Form of Identification

Marc K. Weinberg

known Form of Identification

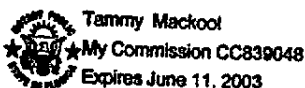
Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form known of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this 11th day of September, 19 99



Tammy Mackool  
Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

Spirelli Healthcare of North Miami Beach, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 21318 Falls Ridge Way

Boca Raton, FL 33428

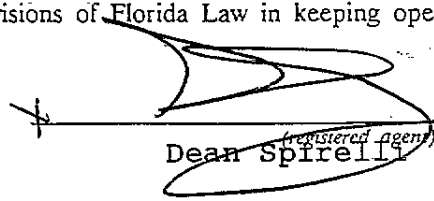
has named Dean Spirelli

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

FILED  
99 OCT -7 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
Dean Spirelli (registered agent)