

ARTICLES OF INCORPORATION

OF

RIVERCHASE CHIROPRACTIC CLINIC, P.C.

The undersigned, for the purpose of forming a Professional Corporation under the Code of Alabama, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
NAME

The name of the Professional Corporation is RIVERCHASE CHIROPRACTIC CLINIC, P.C.

ARTICLE II
DURATION

The period of duration of this Professional Corporation is perpetual.

ARTICLE III
PURPOSE

(a) To provide Chiropractic health care under the guidelines of the Alabama Chiropractic scope of practice.

(b) To provide from time to time consulting service for present or potential clients;

(c) To provide or produce any other product or service which provides employees with group benefits;

(d) The nature of the business and objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Alabama;

(e) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation;

(f) To sue and be sued, complain and defend, in its corporate name;

(g) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(h) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(i) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(j) To lend money and use its credit to assist its employees;

(k) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(l) To make contracts, guarantees, and indemnify agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time;

(m) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(n) To conduct its business, carry on its operations and have offices and exercise the powers granted by this charter, within or without this state;

(o) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensations;

(p) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;

(q) To make donations for the public welfare or charitable, scientific, or educational purposes;

(r) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(s) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

(t) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise;

(u) To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations; but no corporation formed for the purpose of carrying on the business of banking or insurance shall consolidate or merge with any other corporation than corporations engaged in the business of banking or insurance or trust companies doing a banking business;

(v) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE IV

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE and NAME OF INITIAL REGISTERED AGENT THEREAT

The address of the initial registered office of the Corporation is 3401 Westbury Road, Birmingham, Alabama 35223, and the name of its registered agent at such address is Frank Chrencik.

ARTICLE V

AUTHORIZED CAPITAL SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock at Ten Dollars (\$10.00) par value per share, for a total of One Thousand Dollars (\$1000).

ARTICLE VI
NAME AND ADDRESS OF INCORPORATORS

The names and mailing addresses of the incorporators are:

Charles F. Chrencik, D.C.	3401 Westbury Road Birmingham, Al 35223
Bliss Q. Newell Chrencik, D.C.	3401 Westbury Road Birmingham, Al 35223

ARTICLE VII
NUMBER OF DIRECTORS
NAMES AND ADDRESSES OF INITIAL BOARD

The number of directors constituting the initial Board of Directors of the Corporation is Three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until a successor or successors are elected and shall qualify are:

Charles F. Chrencik, 3401 Westbury Road, Birmingham, Al 35223
Bliss Q. Newell Chrencik, 3401 Westbury Road, Birmingham, Al 35223
Frank Chrencik, 3401 Westbury Road, Birmingham, Al 35223

ARTICLE VIII
INTERNAL AFFAIRS

The directors shall have the powers to make and alter the by-laws; to fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and the franchises of the corporation.

With consent in writing, and pursuant to a unanimous vote of the holders of the capital stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole or any part of the real, personal and any other properties of the corporation.

The by-laws shall determine whether and to what extent the accounts shall be open to the inspection of stockholders; and no stockholder shall have the right of inspecting any account, record book, or document of this corporation except as conferred by a court of law or the by-laws or by the stockholders' resolution or director resolution, except as otherwise required by the laws of the State of Alabama.

The business affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be the number of persons listed as Directors in the Article VII hereof. Thereafter, the number of directors of this corporation shall be fixed from time to time by the by-laws, or in the absence of a by-law fixing the number of directors, the number shall be the same as the number comprising the initial Board of Directors.

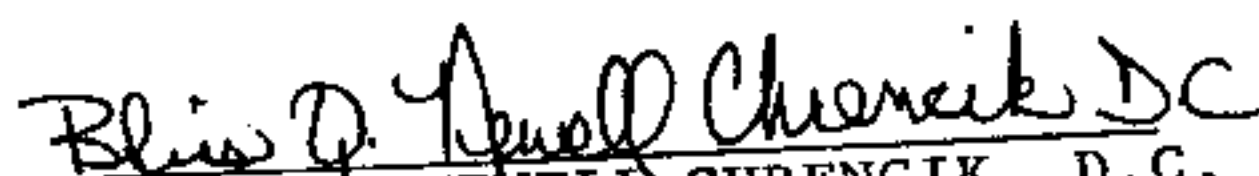
ARTICLE IX
RIGHT TO AMEND PROVISIONS IN CERTIFICATE

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

The Undersigned, being the Incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this 29th day of February, 1988.



CHARLES F. CHRENCIK, D.C.
(INCORPORATOR)


BLISS Q. NEWELL CHRENCIK, D.C.
(INCORPORATOR)

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said county, in said State, personally appeared CHARLES F. CHRENCIK, D.C., one of the incorporators of Riverchase Chiropractic Clinic, P.C., a corporation, and does hereby acknowledge that he has read and understands the above and foregoing Articles of Incorporation and does hereby verify that he has executed the same of his own free will and volition on this the 29th day of February, 1988.

Subscribed and sworn to before
me this 29th day of February
1988.

Elizabeth D. Esheleman
Notary Public
My Comm. Expires 12-16-90

Charles F. Chrencik
CHARLES F. CHRENCIK
Incorporator

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said county, in said State, personally appeared BLISS NEWELL CHRENCIK, one of Incorporators of Riverchase Chiropractic Clinic, P.C., a corporation, and does hereby acknowledge that he has read and understands the above and foregoing Articles of Incorporation and does hereby verify that he has executed the same of his own free will and volition on this the 29th day of February, 1988.

Subscribed and sworn to before
me this 29th day of February
1988.

Elizabeth D. Esheleman
Notary Public
My Comm. Expires 12-16-90

Bliss Newell Chrencik
BLISS NEWELL CHRENCIK,
Incorporator



STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name Riverchase Chiropractic Clinic, P.C. is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Riverchase Chiropractic Clinic, P.C. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 12, 1988 - expires 5-12-88

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

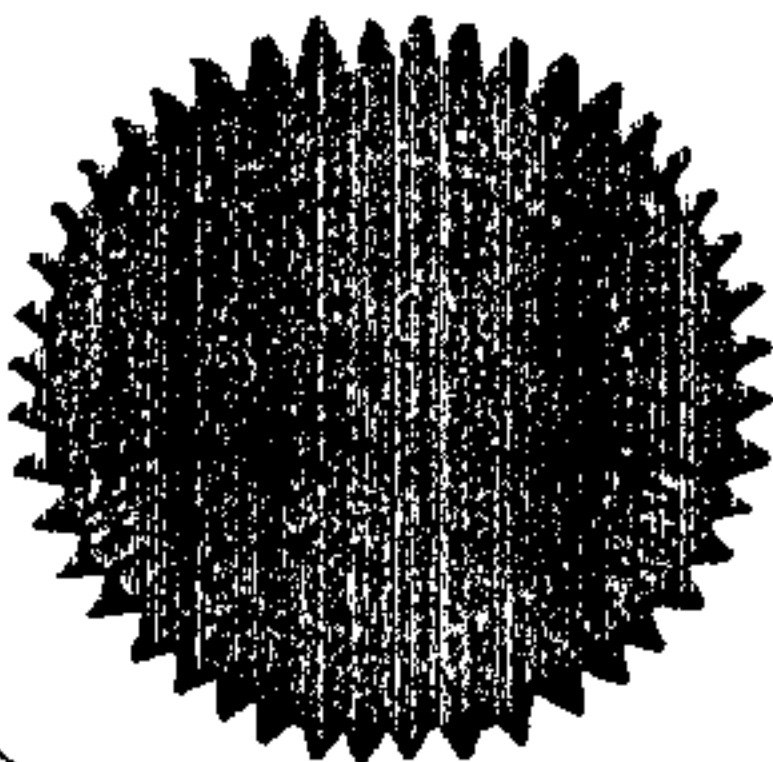
CERTIFICATE OF INCORPORATION OF

RIVERCHASE CHIROPRACTIC CLINIC, P.C.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of RIVERCHASE CHIROPRACTIC CLINIC, P.C., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of RIVERCHASE CHIROPRACTIC CLINIC, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of MARCH, 19 88



STATE OF ALA. SHELBY
I CERTIFY THAT
INSTRUMENT WAS FILED

88 MAR 15 AM 8:25

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Dw 35.00
Jud 1.00
36.00