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CAPITAL CONNECTION, INC.

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Physiatric Pain + Medical
Rehabilitation Clinic, P.A

Signature

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ARTICLES OF INCORPORATION

OF

PHYSIATRIC PAIN & MEDICAL REHABILITATION CLINIC, P.A.

The undersigned, for the purpose of forming a corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: PHYSIATRIC PAIN & MEDICAL REHABILITATION CLINIC, P.A. The address of the principal office is 6388 Silver Star Road, Suite 2F, Orlando, Florida 32818 and the mailing address of the Corporation is 20 N. Orange Avenue, Suite 407, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated to practice medicine under the Florida Professional Service and Limited Liability Company Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Professional Services. The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render medical services within the State of Florida.

Article 5. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of $0.01 per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 20 North Orange Avenue, Suite 407, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Hendry, Stoner, DeLancett & Brown, P.A.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Nnamdi Chidi Nwaogwugwu, M.D.
6388 Silver Star Road, Suite 2F
Orlando, Florida 32818

Article 8. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 20 North Orange Avenue, Suite 407, Orlando, Florida 32801.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of January 2004.

G. Steven Brown

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of Jan., 2004

Notary Public, State of Florida at Large

Typed Name of Notary Public
Commission No.:

Cynthia A Bonavia
My Commission DD118772
Expires April 22, 2006

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PHYSIATRIC PAIN & MEDICAL REHABILITATION CLINIC, P.A. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 14th day of January, 2004

HENDRY, STONER, DELANCETT & BROWN, P.A..

By: _____
G. Steven Brown, as

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