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CloverLeaf Capital

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Division of Corporations

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To:

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Fax Number : (850)205-0381

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : 119990000230
Phone : (407)905-9699
Fax Number : (407)905-9695

FLORIDA PROFIT CORPORATION OR P.A.

PainCare Employee Management, Inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
PAINCARE EMPLOYEE MANAGEMENT, INC.**

THE UNDERSIGNED, acting as the sole incorporator of **PainCare Employee Management, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **PainCare Employee Management, Inc.** for such corporation:

ARTICLE I

Name and Address

The name of the corporation shall be **PainCare Employee Management, Inc.**, and its principal corporate address shall be initially located at 37 North Orange Avenue, Suite 500, Orlando, FL 32801.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

ARTICLE III

General Purposes

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000, consisting of a single class of common stock, \$.001 par value per share.

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ARTICLE V

Initial Registered Office and Agent

The address of the Registered Office of the corporation is 12200 West Colonial Drive, Suite 303, Winter Garden, Florida 32801 (which is the same as its initial principal address), and the initial Registered Agent at such address is E. Nicholas Davis, III.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the Initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the Initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

Randy Lubinsky
37 North Orange Avenue, Suite 500
Orlando, FL 32801

Mark Szporka
37 North Orange Avenue, Suite 500
Orlando, FL 32801

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III., 12200 West Colonial Drive, Suite 303, Winter Garden, Florida 34787.

ARTICLE VIII

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of

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the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Conference Meetings

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action By Consent

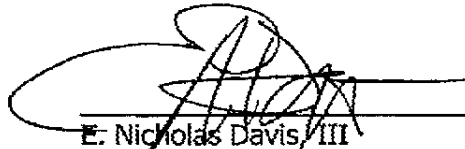
The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 23rd day of April, 2004.



E. Nicholas Davis, III

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STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 23rd day of April, 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator, and registered agent of PAINCARE EMPLOYEE MANAGEMENT, INC., and that he executed as said incorporator and registered agent the foregoing Articles of Incorporation of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

Jennifer S. Loomis
NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



Jennifer S. Loomis
My Commission DD293088
Expires April 30, 2008

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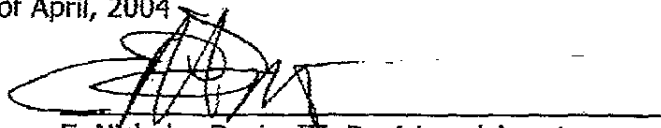
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 23rd day of April, 2004



E. Nicholas Davis, III, Registered Agent