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From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC

Account Number: 119990000230 Phone: (407)905-9699 Fax Number: (407)905-9695 O4 JUL 19 AM 11: 27

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BASIC AMENDMENT

PAINCARE ACQUISITION COMPANY XVI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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7/19/04

Fax Audit No. 4040001484343

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

PAINCARE ACQUISITION COMPANY XVI, INC.

Pursuant to Provisions of the Florida Business Corporation Act

04 JUL 19 AM 11: 27

PAINCARE ACQUISITION COMPANY XVI, INC., (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Board of Directors of the Corporation adopted the resolutions set forth below, on July 19, 2004, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors of the Corporation, by action of consent (resolution) on July 19, 2004, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

 Article I of the Articles is hereby amended to reflect that the name of the Corporation is hereby changed to ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA II, INC.

Wileserver-cloverleaf x drive/Pain Carel-AOSF-Articles of Amendment 7.19.04.doc Fax Audit Number: #64 CCC1 484363 Prepared by: E. Nicholas Davis III Cloverleaf Capital 2704 Rew Circle, Suite 105 Ococe, FL 34761 (407) 905-9699 Phone (407) 905-9695 Fax Fax Audit No. 4040001484343

2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

The foregoing was authorized by the Board of Directors and the Stockholders of the Corporation by written consent effective July 19, 2004.

IN WITNESS WHEREOF, Advanced Orthopaedics of South Florida II, Inc. through its designated Director has caused this Certificate to be duly executed in its corporate name as of July 19, 2004.

> ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA II, INC.

Fax Audit No. #040001484343

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 19th day of July 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mark Szporka, who either is known to me personally or who supplied _______ as identification, acknowledged to the fact that he is the Registered Agent and Incorporator of ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA II, INC., and that he executed as said director the foregoing Articles of Amendment 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.

NOTARY PUBILIC

Notary Public Commission expires: [Notarial Seal]