

12/07/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY	ACCT#: 072450003255
CONTACT: RAY STORMONT	FAX #: (305)541-3770
PHONE: (305)541-3694	

NAME: PUERTO RICO PAIN & REHAB CENTER, INC.
 AUDIT NUMBER.....H98000022741
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..0 PAGES..... 2
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

EMPIRE

SUBJECT: PUERTO RICO PAIN & REHAB CENTER, INC.
REF: W98000027296

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CERTIFICATE PAGE IS NOT LEGIBLE TOO DARK AND BLURRED.

IF you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
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FAX Aud. #: H98000022741
Letter Number: 098A00057791

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ARTICLES OF INCORPORATION
OF
PUERTO RICO PAIN & REHAB CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates themselves for the purpose of organizing this corporation under the laws of the State of Florida

ARTICLE I The name of this corporation is

PUERTO RICO PAIN & REHAB CENTER, INC.

ARTICLE II The purpose of this corporation is to engage in any lawful business permitted under the laws of Florida.

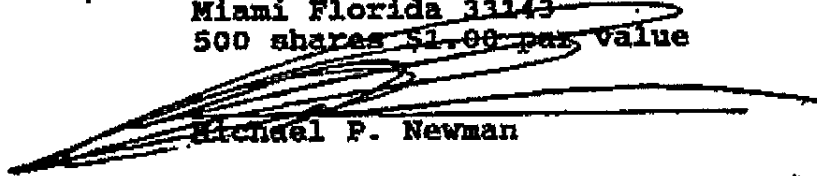
ARTICLE III The duration of this corporation is to be perpetual.

ARTICLE IV The initial Board of Directors shall consist of no members until the first meeting.

ARTICLE V The corporation shall be authorized to have issued and outstanding at any time no more than 1,000 shares of stock with a nominal or par value of \$1.00 per share.

ARTICLE VI The initial capital of the corporation shall be no less than \$500.00.

ARTICLE VII The initial incorporator and Subscriber to these Articles of Incorporation shall be:
Michael P. Newman, 6655 South Dixie Highway, South Miami Florida 33143
500 shares \$1.00 par value


Michael P. Newman

ARTICLE VIII The initial Registered Agent and Registered Office of the corporation shall be Michael P. Newman. 6655 South Dixie Highway South Miami Florida 33143


Accepted by Michael P. Newman

ARTICLE IX The initial business office and principal place of business of the corporation shall be 6655 South Dixie Highway South Miami Florida 33143

Prepared By: Nathan Newman, Esq (FB#058782) (305)662-2007
7328 Southwest 48th Street, Miami Florida 33155

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that PUERTO RICO PAIN & REHAB CENTER, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named MICHAEL P. NEWMAN
(Name of Registered Agent)
located at 6655 S. DIXIE HWY.
City of S. MIAMI County of Miami Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE
[Handwritten Signature]
Registered Agent

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TALLAHASSEE, FLORIDA