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(Requestor's Name)

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☐ WAIT

☐ MAIL

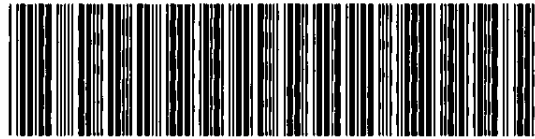
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 08/23/06

REF. #: 000177.56435

CORP. NAME: PAIN AND REHABILITATION NETWORK, INC. converting to PAIN AND REHABILITATION NETWORK, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                 |   |  |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 518211 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**  
For  
**PAIN AND REHABILITATION NETWORK, INC.**  
Into  
**PAIN AND REHABILITATION NETWORK, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida business corporation into a Florida limited liability company in accordance with Sections 607.1112, 607.1113, 607.1114 and 608.439, Florida Statutes.

**FIRST:**     **Name of Converting Corporation.** The name of the Florida business corporation converting into a Florida limited liability company immediately prior to the filing of this Certificate of Conversion is **PAIN AND REHABILITATION NETWORK, INC.** (the "Converting Corporation").

897000105817

**SECOND:**     **Jurisdiction of Converting Corporation.** The Converting Corporation is a Florida corporation, first incorporated under the laws of the State of Florida on December 16, 1997.

**THIRD:**     **Name and Jurisdiction of New LLC.** The name of the Florida limited liability company into which the Converting Corporation has converted is **PAIN AND REHABILITATION NETWORK, LLC** (the "New LLC").

**FOURTH:**     **Plan of Conversion.** The Plan of Conversion (the "Plan of Conversion") attached hereto as Exhibit A, and made a part hereof, was unanimously approved in compliance with the laws of the State of Florida and adopted by the sole shareholder and each of the directors of the Converting Corporation and the sole member of the New LLC. A copy of the Articles of Incorporation of the Converting Corporation and the Articles of Organization of the New LLC are attached to the Plan of Conversion as Exhibit 1 and Exhibit 2, respectively.

**FIFTH:**     **Compliance with Law.** The Converting Corporation has been converted into the New LLC in compliance with Chapters 607 and 608, Florida Statutes, those being the applicable state laws governing the conversion of the Converting Corporation into the New LLC.

**SIXTH:**     **Principal Address of New LLC.** The address of the principal office of the New LLC is 1564 Kingsley Avenue, Orange Park, Florida 32073. The mailing address of the New LLC is 1030 North Orange Avenue, Suite 105, Orlando, Florida 32801.

**SEVENTH:**     **Appraisal Rights.** The New LLC has agreed to pay any shareholders of the Converting Corporation having appraisal rights the amount to which they are entitled under Fla. Stat. §§ 607.1301-607.1333.

**EIGHTH:**     **Conversion of Shares.** Pursuant to the Plan of Conversion, all issued and outstanding shares of the Converting Corporation's stock will be converted into membership units of the New LLC.

NINTH: Effective Time. The conversion shall be effective as of 11:59 p.m. on the 23rd day of August, 2006 (the "Effective Time").

\* \* \*

IN WITNESS WHEREOF, the undersigned, as a duly authorized officer, the sole shareholder and board of directors of Pain and Rehabilitation Network, Inc. and as a duly authorized officer and the sole member of Pain and Rehabilitation Network, LLC has caused this Certificate of Conversion to be executed on this 22nd day of August, 2006 to be effective as of the Effective Time.

**CONVERTING CORPORATION:**

**PAIN AND REHABILITATION NETWORK, INC.,** a Florida corporation

By:   
Randy Lubinsky, President

**PainCare, Inc.,** a Florida corporation,  
the Converting Corporation's sole shareholder

By:   
Randy Lubinsky, Chief Executive Officer

  
Randy Lubinsky, Director

  
Mark Szporka, Director

**NEW LLC:**


**PAIN AND REHABILITATION NETWORK, LLC,** a Florida limited liability company

By:   
Randy Lubinsky, President

**PainCare, Inc.,** a Florida corporation, the  
New LLC's sole member

By:   
Randy Lubinsky, Chief Executive Officer

  
Randy Lubinsky, Manager

  
Mark Szporka, Manager

## **Exhibit A**

### **Plan of Conversion**

In accordance with Fla. Stat. §§ 607.1112, 607.1113 and 607.1114 of the Florida Business Corporation Act and Fla. Stat. § 608.439 of the Florida Limited Liability Company Act, PAIN AND REHABILITATION NETWORK, INC., a Florida business corporation ("Converting Corporation"), and PAIN AND REHABILITATION NETWORK, LLC, a Florida limited liability company ("New LLC"), hereby adopt the following Plan of Conversion ("Plan"):

1. **Conversion.** In accordance with the provisions of the Florida Business Corporation Act and Florida Limited Liability Company Act, Converting Corporation shall be converted into New LLC.

2. **Articles of Incorporation.** The Articles of Incorporation of the Converting Corporation are attached hereto as **Exhibit 1**. The Articles of Organization of New LLC are attached hereto as **Exhibit 2**.

3. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, each of the issued and outstanding shares of the Converting Corporation will be converted into and exchanged for a membership unit of the New LLC. Each certificate representing issued and outstanding shares of the Converting Corporation shall be surrendered to the New LLC and exchanged for a certificate representing the equivalent number of membership units in the New LLC.

4. **Authorized Action.** The sole shareholder and each of the directors of the Converting Corporation hereby consent to the conversion of the Converting Corporation into the New LLC.

5. **Supplemental Action.** If, at any time after the Effective Time (as defined in the Certificate of Conversion), New LLC shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Converting Corporation or New LLC, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of New LLC, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by New LLC to carry out the provisions of this Plan.

**Signatures appear on next page**

IN WITNESS WHEREOF, the parties have executed this Plan of Conversion as of the 22nd day of August, 2006, as evidence that they agree, accept and adopt this Plan of Conversion.

**CONVERTING CORPORATION:**

**PAIN AND REHABILITATION NETWORK, INC.,** *a Florida corporation*

By:   
Randy Lubinsky, *President*

**PainCare, Inc.,** *a Florida corporation, the Converting Corporation's sole shareholder*

By:   
Randy Lubinsky, *Chief Executive Officer*

  
Randy Lubinsky, *Director*

  
Mark Szporka, *Director*

**NEW LLC:**

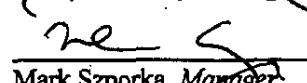
**PAIN AND REHABILITATION NETWORK, LLC,** *a Florida limited liability company*

By:   
Randy Lubinsky, *President*

**PainCare, Inc.,** *a Florida corporation, the New LLC's sole member*

By:   
Randy Lubinsky, *Chief Executive Officer*

  
Randy Lubinsky, *Manager*

  
Mark Szporka, *Manager*

**Exhibit 1**  
**Articles of Incorporation of Converting Corporation**

See Attached

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of PAIN AND REHABILITATION NETWORK, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P97000105817.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Eighteenth day of May, 2006



CR2EO22 (01-06)

*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State



ARTICLES OF INCORPORATION  
OF  
PAIN AND REHABILITATION NETWORK, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

EFFECTIVE DATE  
12-15-97

The name of this corporation shall be:

PAIN AND REHABILITATION NETWORK, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

Mailing Address

2707 Admirals Walk Dr. East  
Orange Park, FL 32073

2707 Admirals Walk Dr. East  
Orange Park, FL 32073

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$100.00), and the par value of each share is \$.10. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850

ARTICLE OF INCORPORATION  
PAIN AND REHABILITATION NETWORK, INC.  
Page -2-

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Such rights shall extend to shares issued for any purpose, including all purposes otherwise exempted under provisions of Florida Statutes.

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence is December 15, 1997.

ARTICLE VII - Initial Registered Agent and Address

The name and address of the initial registered agent is:

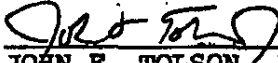
JOHN F. TOLSON, JR.  
2301 Park Ave., #406  
Orange Park, FL 32073

ARTICLE VIII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

JOHN F. TOLSON, JR.  
2301 Park Ave., #406  
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 10th day of December, 1997.

  
JOHN F. TOLSON, JR.  
Incorporator

ARTICLE OF INCORPORATION  
PAIN AND REHABILITATION NETWORK, INC.  
Page -3-

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TALLAHASSEE, FLORIDA

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:

1. The name of the corporation is:

PAIN AND REHABILITATION NETWORK, INC.

2. The name and address of the Registered Agent and office is:

JOHN F. TOLSON, JR.  
2301 Park Ave., #406  
Orange Park, FL 32073

  
JOHN F. TOLSON, JR.  
Title: Incorporator  
Date: December 10, 1997

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.

  
JOHN F. TOLSON, JR.  
Date: December 10, 1997

B:\13ART-INC.PAIN...

ARTICLES OF MERGER  
Merger Sheet

MERGING:

PAINCARE ACQUISITION COMPANY II, INC., a Florida corporation,  
P02000126692

INTO

PAIN AND REHABILITATION NETWORK, INC., a Florida entity,  
P97000105817

File date: December 12, 2002

Corporate Specialist: Darlene Connell

Fax Audit No. H020002365227

## ARTICLES OF MERGER

OF

PAINCARE ACQUISITION COMPANY II, INC.  
a Florida corporation

INTO

PAIN AND REHABILITATION NETWORK, INC.  
a Florida corporation,FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 DEC 12 PM 4:06To the Secretary of State  
State of Florida

Pursuant to the provisions of Sections 607.1101-607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1: That the name, state of incorporation and address of each of the constituent corporations of the merger is as follows:

| <u>Name</u>  | <u>State of Incorporation</u> |
|--|-------------------------------|
| Pain and Rehabilitation Network, Inc.<br>1895 Kingsley Avenue, Suite 903<br>Orange Park, FL 3270337<br>(the "Surviving Corporation") | Florida                       |
| PainCare Acquisition Company II, Inc.<br>37 North Orange Avenue, Suite 500<br>Orlando, FL 32801<br>(the "Disappearing Corporation")  | Florida                       |

2: That the Plan of Merger the abbreviated form of which is attached hereto as Exhibit "A" and by this reference incorporated herein, between the parties to the merger has been approved and adopted, certified, executed and acknowledged by each of the constituent corporations whereupon the two constituent corporations shall be merged into a single corporation. The entire and complete executed Plan of Merger is on file at the registered office of the Surviving Corporation.

3: The approval of the Plan of Merger was approved by the unanimous consent of the Board of Directors and Shareholders of Pain and Rehabilitation Network, Inc. and PainCare Acquisition Company II, Inc. on December 1, 2002.

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Fax Audit No: H020002365227

Executed as of the 6<sup>th</sup> day of December, 2002

PAIN AND REHABILITATION NETWORK, INC.

By: 

Andrea Trescot, M.D., President

PAINCARE ACQUISITION COMPANY II, INC.

By: 

Randy Lubinsky, CEO

Fax Audit No. H020002365227

## APPENDIX A

## PLAN OF MERGER

This Agreement ("Agreement") entered into this 1st day of December, 2002, by and among PAINCARE HOLDINGS, INC., a Florida corporation (the "Buyer"), Andrea Trescott, M.D. (the "Stockholder"), and PAIN AND REHABILITATION NETWORK, INC., a Florida corporation (the "Company").

## Recitals

A. Stockholder owns all of the issued and outstanding capital stock of the Company.

B. The parties wish to provide for the terms and conditions upon which a merger of the Company with a new, to-be-formed, wholly-owned subsidiary corporation of the Buyer ("Mergeco") would be consummated.

C. The Boards of Directors of Buyer and the Company have approved the merger of the constituent corporations pursuant to the terms of this Agreement.

D. It is the intention of the parties hereto that the proposed merger shall constitute a tax-free reorganization, as defined in Section 368(a)(1)(A) and 368(a)(2)(D) of the Code (as hereinafter defined), and that this Agreement shall also constitute a Plan of Reorganization.

E. The Buyer, the Stockholder, and the Company desire to make certain representations, warranties, covenants, and agreements in connection with the transactions contemplated by this Agreement.

In consideration of the mutual covenants and promises contained herein and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I.  
PLAN OF MERGER

1.1 Organization of Mergeco. Prior to the Closing, Buyer will form and organize "Mergeco" as a second tier, wholly-owned, Florida subsidiary corporation of Buyer. Buyer will capitalize Mergeco in such a manner as Buyer deems reasonably necessary to effect the transactions contemplated by this Agreement. Mergeco and the Company are sometimes hereinafter referred to collectively as the "Constituent Corporations."

1.2 The Merger.

1.2.1 Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as such term is defined in Section 2.2.2 hereof), Mergeco shall be merged with and into the Company (the "Merger") in accordance with the provisions of the merger laws of the State of Florida, and the separate corporate existence of Mergeco

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shall cease, and the Company shall continue as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation"). The Surviving Corporation shall continue to operate under the Company's current name, unless Buyer determines that it is in its best interest to change such name.

**1.2.2 Effective Time of Merger.** The Merger shall become effective at the time of filing of appropriate articles of merger with the Secretary of State of the State of Florida in accordance with the provisions of the laws of the State of Florida (the "Merger Documents"). The Merger Documents shall be filed at the time of the Closing (as such term is defined in Section 3.1 hereof). The date and time when the Merger shall become effective is hereinafter referred to as the "Effective Time."

**1.2.3 Effect of Merger.** At the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the Constituent Corporations. All obligations belonging to or due to each of the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. The Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations, including liability to dissenting shareholders, and any claim existing, or action or proceeding pending by or against either of the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and all rights of creditors of each Constituent Corporation shall be preserved unimpaired, and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time, all with the effect set forth in the laws of the State of Florida.

**1.3 Merger Conversion.** At the Effective Time, by virtue of the Merger and without any action on the part of Buyer, Mergeco, the Company, the Stockholder or any other holder of any of the securities of the Company, the following shall occur:

**1.3.1 Conversion of Shares.** Each Company Share issued and outstanding immediately prior to the Effective Time shall be delivered to Buyer and shall be exchanged for the right to receive from Buyer the Initial Merger Consideration as described below.

**1.3.2 Conversion of Options.** All outstanding options, warrants, convertible notes, preferred stock and other rights to purchase Company Shares (an "Option") outstanding as of the Effective Time shall be canceled and shall become null and void, *ad initio*.

**1.3.3 Company Shares.** The Company Shares then issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed canceled and extinguished.



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Fax Audit No. #020002365227

1.4 Consideration. The Total Merger Consideration shall be payable as set forth in the Merger Agreement.

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(407) 905-8695

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**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. 4050001269293

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
PAIN AND REHABILITATION NETWORK, INC.**

---

**Pursuant to Provisions of the  
Florida Business Corporation Act**

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PAIN AND REHABILITATION NETWORK, 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 May 18, 2005, 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 May 18, 2005, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

**NOW THEREFORE IT IS RESOLVED, that:**

1. Article V of the Articles is hereby deleted in its entirety.
2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

Fax Audit Number: 4050001269293  
Prepared by: E. Nicholas Davis III  
Cloverleaf Capital  
12200 W. Colonial Drive, Ste. 303  
Winter Garden, Florida 34787  
(407) 905-9699 Phone  
(407) 905-9695 Fax

May 18 05 08:42a

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(407) 905-9695

p.3

Fax Audit No. #050001269293

The foregoing was authorized and approved by the Board of Directors and the Stockholders of the Corporation by written consent effective May 18, 2005.

IN WITNESS WHEREOF, Pain and Rehabilitation Network, Inc. through its designated Director has caused this Certificate to be duly executed in its corporate name as of May 18, 2005.

**PAIN AND REHABILITATION NETWORK, INC.**

By:   
Randy Lobinsky, Director

Fax Audit Number: #050001269293  
Prepared by: E. Nicholas Davis III  
Cloverleaf Capital  
12200 W. Colonial Drive, Ste. 303  
Winter Garden, Florida 34787  
(407) 905-9699 Phone  
(407) 905-9695 Fax

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Fax Audit No. H050001269293

STATE OF FLORIDA )

COUNTY OF ORANGE )

On this 18<sup>th</sup> day of May 2005, before me, a Notary Public In and for the State and County aforesaid, personally appeared Randy Lubinsky, 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 PAIN AND REHABILITATION NETWORK, 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.

*Jennifer S. Loomis*  
NOTARY PUBLIC

Notary Public Commission expires: 4/30/08  
[Notarial Seal]



Jennifer S. Loomis  
My Commission DD263063  
Expires April 30, 2008

Fax Audit Number: H050001269293  
Prepared by: E. Nicholas Davis III  
Cloverleaf Capital  
12200 W. Colonial Drive, Ste. 303  
Winter Garden, Florida 34787  
(407) 905-9699 Phone  
(407) 905-9695 Fax

**Exhibit 2**  
**Articles of Organization of New LLC**

See Attached

**ARTICLES OF ORGANIZATION  
OF  
PAIN AND REHABILITATION NETWORK, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the limited liability company (the "Company") is:

**PAIN AND REHABILITATION NETWORK, LLC**

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Company is:

1030 North Orange Avenue  
Suite 105  
Orlando, Florida 32801

**ARTICLE III — Duration:**

The period of duration for the Company shall be perpetual.

**ARTICLE IV — Registered Agent:**

The name and address of the registered agent for service of process in the state shall be:

Noelle Siegel  
1030 North Orange Avenue  
Suite 105  
Orlando, Florida 32801

**ARTICLE V — Management:**

The Company will be a manager-managed company.

**ARTICLE VI — Indemnification:**

The Company will indemnify its managers to the fullest extent permitted by law.

  
Randy Lubinsky, Manager & Authorized Signatory

**FILED**  
06 AUG 23 AM 10:10  
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TALLAHASSEE, FLORIDA

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06 AUG 23 AM 10:10  
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TALLAHASSEE, FLORIDA

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT  
PAIN AND REHABILITATION NETWORK, LLC**

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent as provided for in Chapter 608, F.S.*

  
Noelle Siegel, Registered Agent

Dated: August 22, 2006