

P00000073712

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800003340478--3
-07/31/00--01103--019
****238.75 *****87.50

SUBJECT: Gulfcoast Pain Physicians, P.A.
(Proposed corporate name - must include suffix)

FILED
00 JUL 31 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are the following documents:

- 1) An original and one (1) copy of the Articles of Incorporation;
- 2) Application for Registration of Fictitious Name of Gulfcoast Pain Physicians;
- 3) Application for Registration of Fictitious Name of Sarasota Pain Physicians; and
- 4) A check in the amount of \$ 238.75 payable to the "Department of State".

Please file the Articles of Incorporation first and then the two Applications for Registration of Fictitious Name. The Florida registration number needs to be inserted on both Applications in the appropriate spaces.

FROM: Angelo Fonte, M.D.
5134 Northridge Road
Suite #104
Sarasota, FL 34238
(941) 927-5670

NOTE: Please provide the original and one copy of the articles.

8-3
MC

ARTICLES OF INCORPORATION OF GULF COAST PAIN PHYSICIANS, P.A.

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is Gulfcoast Pain Physicians, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 5134 Northridge Road, Suite 104, City of Sarasota, County of Sarasota, State of Florida 34238. The name of the initial registered agent of the corporation, located at that office, is Angelo Fonte, M.D.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional services to be rendered by the corporation is medical services.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. The shares shall be of a single class of common stock, and shall have a value of .01 cent per share.

FILED
00 JUL 31 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is no less than \$5,000.00.

ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Angelo Fonte, M.D.
5134 Northridge Road
Suite 104
Sarasota, FL 34238

ARTICLE IX
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of director is one, and the name and address of the initial director is:

Angelo Fonte, M.D.
5134 Northridge Road
Suite 104
Sarasota, FL 34238

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The director set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directions until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three-fourths (3/4) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding share of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

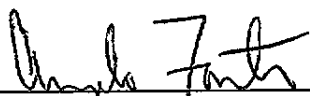
The undersigned incorporator of this corporation, have executed these articles of incorporation at Sarasota on July 27, 2000.



Signature/Incorporator

(An additional article must be added if an effective date is requested.)

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 of Registered Agent

7/27/2000
Date