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MERGER OR SHARE EXCHANGE

PAINCARE ACQUISITION COMPANY I, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA, INC., a Florida  
corporation, V44490

INTO

PAINCARE ACQUISITION COMPANY I, INC. which changed its name to  
**ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA, INC.**, a Florida entity,  
P00000108813

File date: February 22, 2001

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER  
OF  
ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA, INC.,  
A FLORIDA CORPORATION,  
WITH AND INTO  
PAINCARE ACQUISITION COMPANY I, INC.,  
A FLORIDA CORPORATION

1. The undersigned corporations, each being validly and legally formed under the laws of the State of Florida, have adopted a plan of merger ("Plan of Merger") attached hereto as Exhibit A.
2. The name of the corporation surviving the merger is PAINCARE ACQUISITION COMPANY I, INC. ("Surviving Corporation"), and the name of the corporation being absorbed in the merger is ADVANCED ORTHOPAEDICS OF SOUTH FLORIDA, INC. ("Absorbed Corporation").
3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.
4. No changes in the Articles of Incorporation of the Surviving Corporation have been made, except that immediately following the merger, the name of the Surviving Corporation shall be changed to Advanced Orthopaedics of South Florida, Inc.
5. The Plan of Merger was adopted by the sole Director and approved by the sole shareholder of the Surviving Corporation on December 31<sup>st</sup> 2000, and adopted by the sole Director and approved by the sole shareholder of the Absorbed Corporation on December 31<sup>st</sup> 2000, which approvals are sufficient for the approval of the merger.
6. The Effective date of the merger shall be the effective date of filing of these Articles of Merger with the Secretary of State of Florida.

Dated this 31<sup>st</sup> day of December 2000.

"SURVIVING CORPORATION"

PAINCARE ACQUISITION COMPANY I, INC.

By:   
Randy Lubinsky, President

"ABSORBED CORPORATION"

ADVANCED ORTHOPAEDICS OF  
SOUTH FLORIDA, INC.

By:   
Merrill Reuter, M.D., President

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**EXHIBIT A**  
**PLAN OF MERGER**

1. The Merger.

1.1 Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as such term is defined in Section 1.2 hereof), Advanced Orthopaedics of South Florida, Inc. (the "Company") shall be merged (the "Merger") with and into Paincare Acquisition Company I, Inc. ("Mergeco") (the "Merger") in accordance with the provisions of the merger laws of the State of Florida, and the separate corporate existence of the Company shall cease, and Mergeco shall continue as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation"). The Surviving Corporation shall assume the Company's current name. Mergeco and the Company are sometimes hereinafter referred to collectively as the "Constituent Corporations."

1.2 Effective Time of Merger. The Merger shall become effective at the time of filing the appropriate articles of merger with the Secretary of State of Florida (the "Merger Documents"). The date when the Merger shall become effective is hereinafter referred to as the "Effective Time."

1.3 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.

2. Merger Conversion. At the Effective Time, by virtue of the Merger the following shall occur:

2.1 Conversion of Shares. Each share of the Company's common stock, par value \$1.00 per share ("Company Common Stock"), issued and outstanding immediately prior to the Effective Time shall be delivered to the parent corporation of Mergeco ("Buyer"), and shall be exchanged for the right to receive from Buyer the share of the Buyer's common stock, par value \$.001 per share ("Buyer Shares") and a series of convertible debentures ("Debentures") the number and amounts of which are as set forth below.

2.2 Conversion of Options. All outstanding options, warrants, and other rights to purchase shares of Company Common Stock (an "Option") outstanding as of the Effective Time shall be canceled and shall become null and void, *ad initio*.

2.3 Conversion of Company Common Stock. All of the shares of common stock, par value \$1.00 per share, of the Company 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.

3. Consideration. The Merger Consideration shall be payable as set forth below.

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3.1 Initial Merger Consideration. The initial consideration payable pursuant to Section 2.1 (the "Initial Merger Consideration") shall be 1,850,000 Buyer Shares and \$1,200,000 paid in the form of the Debenture specified in Section 3.3 below.

3.2 Installment Payments. Subject to certain conditions set forth in that certain Agreement and Plan of Merger ("Merger Agreement") entered into by and among the Buyer, the Company and the sole stockholder of the Company (the "Stockholder"), Buyer shall pay to the Stockholder additional consideration of \$1,050,000 payable in three annual installments of \$350,000 (in the form of consideration, subject to adjustment, and payable as provided in the Merger Agreement (the "Installment Payments").

3.3 Debentures. A portion of the Initial Merger Consideration and each Installment Payment shall be made by delivering to the Stockholder Debentures issued by Buyer in the form set forth in the Merger Agreement.

4. Articles of Incorporation, Registered Agent of the Surviving Corporation. The Articles of Incorporation of Mergeco, as in effect immediately prior to the Effective Time, shall be the Certificate or Articles of Incorporation of the Surviving Corporation, except as such Articles of Incorporation may be amended by certificate of merger, until thereafter amended as provided by law, and the name and address of the registered agent of Mergeco immediately prior to the Effective Time shall be the name and address of the registered agent upon whom any process, notice or demand against either of the Constituent Corporations or the Surviving Corporation may be served.

5. Directors and Officers of the Surviving Corporation. The directors of Mergeco immediately prior to the Effective Time shall be the directors of the Surviving Corporation, such directors to hold office, subject to the applicable provisions of the Articles of Incorporation of the Surviving Corporation until the next annual shareholders' meeting of the Surviving Corporation and until their respective successors shall be duly elected or appointed and shall duly qualify. At the Effective Time, the officers of Mergeco (which may include one or more of the officers of the Company) immediately prior to the Effective Time shall, subject to the applicable provisions of the Articles of Incorporation of the Surviving Corporation, be the officers of the Surviving Corporation. As of the Effective Time, the Stockholder shall be elected to the Surviving Corporation's Board of Directors and shall also be elected President of the Surviving Corporation and shall hold such positions and offices for the duration of his employment with the Surviving Corporation.