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ACCOUNT NO. : 072100000032

REFERENCE : 946508 7235037

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 28 PM 12:55

ORDER DATE : December 27, 2000

ORDER TIME : 3:57 PM

ORDER NO. : 946508-005

800003515528--4

CUSTOMER NO: 7235037

CUSTOMER: Mr. Jorg W. Schroeder 7235037

Mr. Jorg W. Schroeder

C/o Pain Net, Inc.

6133 Bristol Pkwy

#240

Culver City, CA 90230

DOMESTIC FILING

NAME: PAIN NET OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 DEC 28 AM 10:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/28/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 28 PM 12:55

ARTICLES OF INCORPORATION
OF —

PAIN NET OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PAIN NET OF FLORIDA, INC.

The address of the principal office of this corporation shall be 6133 Bristol Pkwy, #240, Culver City, California 90230, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sandra March Dir.	6133 Bristol Pkwy #240 Culver City, California 90230
Robert W. Snyder Dir.	6133 Bristol Pkwy #240 Culver City, California 90230

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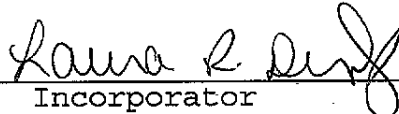
00 DEC 28 PM 12:55

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation: -

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808


The undersigned incorporator has executed these
Articles of Incorporation on December 27, 2000.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

njh