

May 19 05 08:28

Division of Corporations

Cloverleaf Capital

(407) 905-9695

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : I19990000230
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PAINCARE SURGERY CENTERS, INC.

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| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H050001269393

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PAINCARE SURGERY CENTERS, INC.**

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

PAINCARE SURGERY CENTERS, 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 VIII 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: H050001269393

Prepared by: E. Nicholas Davis III

Cloverleaf Capital

12200 W. Colonial Drive, Ste. 303

Winter Garden, Florida 34787

(407) 905-9699 Phone

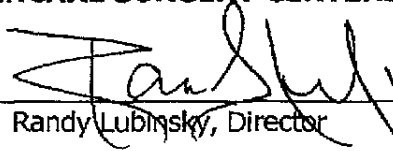
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The foregoing was authorized and approved by the Board of Directors and the Stockholders of the Corporation by written consent effective May 18, 2005.

IN WITNESS WHEREOF, PainCare Surgery Centers, Inc. through its designated Director has caused this Certificate to be duly executed in its corporate name as of May 18, 2005.

PAINCARE SURGERY CENTERS, INC.

By: 
Randy Lubnisky, Director

Fax Audit Number: H050001269393
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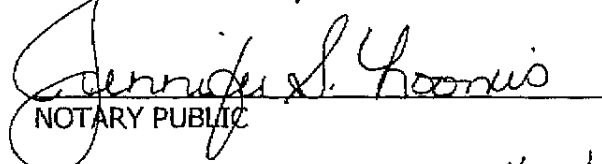
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STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 18th 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 PAINCARE SURGERY CENTERS, 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.


NOTARY PUBLICNotary Public Commission expires: 4/30/08
[Notarial Seal]Jennifer S. Loomis
My Commission DD293088
Expires April 30, 2008

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