

Division of Corporations

Page 1 of 2

PO20000100509

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000227641 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : 119990000230
Phone : (407) 905-9699
Fax Number : (407) 905-9695

FILED
02 NOV 19 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE**PAINCARE HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
02 NOV 19 PM 1:59
DIVISION OF CORPORATIONS

<http://ccs1.dos.state.fl.us/scripts/cfilcovr.exe>

11/18/2002

the Board of Directors and Shareholders of the Surviving Corporation.

C:\windows\TEMP\Paincare articles of merger for NV - (Final for Execution). Doc

H020000071.011.

Handwritten signatures and initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

HELPMATE ROBOTICS, INC., a Connecticut corporation not qualified in Florida

INTO

PAINCARE HOLDINGS, INC., a Florida entity, P02000100509

File date: November 19, 2002

Corporate Specialist: Karen Gibson

NOVEMBER 19, 2002

PAINCARE HOLDINGS, INC.
37 NORTH ORANGE AVE.
SUITE 500
ORLANDO, FL 32801

SUBJECT: PAINCARE HOLDINGS, INC.
REF: P02000100509

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

PLEASE ADD AN EXHIBIT INDICATING THE TITLES, NAMES, AND ADDRESSES OF THE OFFICERS/DIRECTORS OF THE SURVIVING CORPORATION.

THIS EXHIBIT IS NECESSARY BECAUSE OF THE WORDING OF 1.05 OF THE PLAN OF MERGER.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER, WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 245-6880.

KAREN GIBSON
DOCUMENT SPECIALIST

FAX AUD. #: H02000227641
LETTER NUMBER: 702A00062506

Nov 18 02 05:05p

CloverLeaf Capital

(407) 905-9695

H020002276416

FILED
02 NOV 19 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

HELPMATE ROBOTICS, INC.
a Connecticut corporation

INTO

PAINCARE HOLDINGS, INC.
a Florida corporation,

To 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>
PainCare Holdings, Inc. 37 North Orange Avenue Suite 500 Orlando, Florida 32801 (the "Surviving Corporation")	Florida
HelpMate Robotics, Inc. 22 Shelter Rock Lane Danbury, CT 06810 (the "Disappearing Corporation")	Connecticut

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 the Surviving Corporation.

H020002276416

4020002276416

4: The approval of the shareholders of the Disappearing Corporation to the Plan of Merger was required in accordance with Section 33-817 of the Connecticut Business Corporation Act. The vote of the shareholders of the Disappearing Corporation in favor of the Plan of Merger as follows:

<u>Voting Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast</u>	<u>Total Number of Votes Cast in Favor of Plan</u>	<u>Total Number of Votes Cast Opposing the Plan</u>
Common	8,625,479	8,625,479	5,879,427	121,801

5: The Plan of Merger was adopted by the Surviving Corporation and the Disappearing Corporation in accordance with the provisions of Section 33-821 of the Connecticut Business Corporation Act, and Section 607.1105 of the Florida Business Corporation Act.

Executed as of the 15th day of November, 2002

PAINCARE, INC.

By: 

Randy Lubinsky, CEO

HELPMATE ROBOTICS, INC.

By: 

Randy Lubinsky, CEO

4020002276416

H020002276416

APPENDIX A

FORM OF

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Agreement") is effective as of November 8, 2002 by and between PainCare Holdings, Inc., a Florida corporation ("PainCare" or the "Surviving Company"), and HelpMate Robotics, Inc., a Connecticut corporation ("HelpMate Robotics" or the "Non-Surviving Company"). Each are sometimes hereinafter referred to as the "Constituent Companies."

WITNESSETH:

WHEREAS, pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA") and Section 33-821 of the Connecticut Business Corporation Act ("CBCA") the Constituent Companies' respective Bylaws, the Board Directors and Shareholders of HelpMate Robotics and the Shareholders and Board of Directors of PainCare have each approved the Merger (as hereinafter defined), whereby HelpMate Robotics will merge with and into PainCare, upon the terms and subject to the conditions set forth herein, as evidenced by Minutes of a Meeting of the Board of Directors of PainCare dated November 8, 2002, Minutes of a Meeting of the Stockholders of PainCare dated November 8, 2002, Minutes of a Meeting of the Board of Directors of HelpMate Robotics and Minutes of a Meeting of the Stockholders of HelpMate Robotics dated October 8, 2002;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, representations, warranties and agreements herein contained, the parties hereto have agreed as follows:

ARTICLE I
THE MERGER

1.01 The Merger.

(a) Subject to the terms and conditions of this Agreement, at the Effective Time (as such term is defined in Section 1.01(b) hereof), HelpMate Robotics shall be merged with and into PainCare (the "Merger") in accordance with Section 607.1105 of the FBCA and Section 33-821 of the CBCA, and the separate corporate existence of HelpMate Robotics shall cease to exist and PainCare shall continue as the Surviving Company under the laws of the State of Florida under the name "PainCare Holdings, Inc."

(b) The Surviving Company shall file duly executed Articles of Merger with the Florida Secretary of State ("FL Articles of Merger"). The Non-Surviving Company shall file duly executed Certificate of Merger with the Connecticut Secretary of State ("CN Certificate of Merger"). The "Effective Time" of the Merger shall be the later of: (i) the date and time of acceptance for filing with the Florida Secretary of State the FL Articles of Merger, and (ii) the date and time of acceptance for filing with the Connecticut Secretary of State the CN Certificate of Merger.

(c) At the Effective Time, the Surviving Company shall thereupon and thereafter possess

C:\windows\TEMP\Paincare articles of merger for NV (Final for Execution). Doc

H020002276416

H020002276416

all of the rights, privileges, powers and franchises, both of a public and private nature, of each of the Constituent Companies, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Companies; and all of the rights, privileges, powers and franchises of each of the Constituent Companies, and all property (real, personal and mixed), and all debts due to either of the Constituent Companies on whatever account, for stock subscriptions as well as all other things in action or belonging to each of the Constituent Companies, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be the property of the Surviving Company as they were of the several and respective Constituent Companies; but all rights of creditors and all liens upon any property of either of the Constituent

Companies shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Companies shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company.

1.02 Conversion of Shares of Common Stock. Immediately at the Effective Time, each of the issued and outstanding shares of Common Stock of the Non-Surviving Company shall be converted into the same number of shares of Common Stock of the Surviving Company pursuant to the Merger.

1.03 Certificate of Incorporation of the Surviving Company. The Certificate of Incorporation of the Surviving Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Company and the Non-Surviving Company until otherwise amended or repealed.

1.04 Bylaws of the Surviving Company. The Bylaws of the Surviving Company shall be the Bylaws of the Surviving and Non-Surviving Company until otherwise amended or repealed.

1.05 Board of Directors of the Non-Surviving Company. The Board of Directors of the Non-Surviving Company in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the Board of Directors of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company. Such Directors and Officers of the Surviving Corporation are set forth on Exhibit "A" attached hereto.

1.06 Tax Treatment of the Merger. It is intended by the parties hereto that the Merger shall constitute a reorganization of the Surviving and the Non-Surviving Company within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

ARTICLE II SHARES OF STOCK

2.01 Authorized Shares of HelpMate Robotics and PainCare. The authorized capital stock of HelpMate Robotics consists of Forty Million (40,000,000) shares of common stock with a no par value, and no shares of preferred stock. The authorized capital stock of PainCare consists of Eighty-Five Million (85,000,000) shares consisting of Seventy-Five Million (75,000,000) shares of common stock with a par value of \$.0001 per share, and

H020002276416

H020002276416

Ten Million (10,000,000) shares of preferred stock with a par value of \$.0001 per share.

2.02 Conversion of Shares of Stock. At the Effective Time, pursuant to the Merger, each stockholder of the Non-Surviving Company shall automatically become a stockholder of the Surviving Company and each share of common stock in the Non-Surviving Company shall be converted into the same number of shares of common stock in the Surviving Company.

ARTICLE III MISCELLANEOUS

3.01 Fees and Expenses. Whether or not the Merger is consummated, the Surviving Company shall pay the costs and expenses incident to the preparation of this Agreement, the consummation of the Merger, and the performance of and compliance with all of the agreements and conditions contained herein.

3.02 Notices. All notices, requests, demands, waivers and other communications required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been duly given if delivered personally or mailed by overnight delivery service or by first class mail postage prepaid, or sent by telecopier, to the parties at the following addresses (or at such other address of a party as shall be specified by like notice) as follows:

(a) if to the Non-Surviving Company at: HelpMate Robotics, Inc.
37 North Orange Ave., Suite 500
Orlando, FL 32801
Attention: Randy Lubinsky, CEO

(b) if to the Surviving Company at: PainCare Holdings, Inc.
37 North Orange Ave., Suite 500
Orlando, FL 32801
Attention: Randy Lubinsky, CEO

3.03 Binding Effect; Benefit. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns, but neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned by any party hereto without the prior written consent of the other party. Nothing in this Agreement, express or implied, is intended to confer on any person other than the parties hereto or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

3.04 Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified and supplemented in any and all respects by written agreement of the directors and shareholders of the Surviving Company and the directors and shareholders of the Non-Surviving Company at any time prior to the Effective Time with respect to any of the terms contained herein.

3.05 Section Headings. The Section headings contained in this Agreement are inserted for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

H020002276411

H020002276416

3.06 Applicable Law. This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflict of laws principles or rules thereof.

3.07 Integration. This Agreement sets forth and is intended to be an integration of all of the promises, agreements, conditions, understandings, covenants, warranties and representations among the parties with respect to the Merger and there are no promises, agreements, conditions, understandings, covenants, warranties or representations, oral or written, express or implied, among the parties with respect to the transactions contemplated other than as set forth herein. Any and all prior agreements among the parties with respect to the Merger are hereby revoked.

IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement effective as of the date first written.

HELPMATE ROBOTICS, INC.
a Connecticut Corporation

By: /s/ Randy Lubinsky
Chairman and Chief Executive Officer

PAINCARE HOLDINGS, INC.
a Florida Corporation

By: /s/ Randy Lubinsky
Chairman and Chief Executive Officer

H020002276416

H020002276414

EXHIBIT "A"
OFFICERS AND DIRECTORS OF
THE SURVIVING CORPORATION

Randy Lubinsky – Chief Executive Officer and Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Dr. Jay Rosen – President and Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Mark Szpurka – Chief Financial Officer
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Dr. Peter Rothbart - Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Dr. Merrill Reuter - Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Ron Riewold - Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Arthur J. Hudson - Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

Robert Fusco – Director
37 North Orange Avenue
Suite 500
Orlando, FL 32801

H020002276416