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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC

Account Number : I19990000230

Phone : (407)905-9699

Fax Number : (407)905-9695

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PAINCARE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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Corporate Filing

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Amended
12/23/04

Fax Audit No. H040002522253

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PAINCARE HOLDINGS, INC.**

FILED
04 DEC 23 PM 12:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

PAINCARE HOLDINGS, 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 and Shareholders of the Corporation approved the resolutions set forth below, on November 12, 2004, 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 its Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors and Shareholders of the Corporation, by majority vote on November 12, 2004, have authorized the amendment set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

1. Article IV 1(a) of the Articles is hereby amended to reflect that the authorized common stock of the Corporation is hereby increased from 75,000,000 shares of

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Fax Audit Number: H040002522253

Prepared by: E. Nicholas Davis III

Cloverleaf Capital

12200 W. Colonial Dr., Ste. 303

Winter Garden, FL 34787

(407) 905-9699 Phone

(407) 905-9695 Fax

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authorized common stock, \$.0001 par value to 150,000,000 common shares,
\$.0001 par value per share.

2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

IN WITNESS WHEREOF, PainCare Holdings, Inc., Inc. through its designated Officer has caused this Certificate to be duly executed in its corporate name as of December 23, 2004.

PainCare Holdings, Inc.

By: 

Randy Lubinsky, CEO

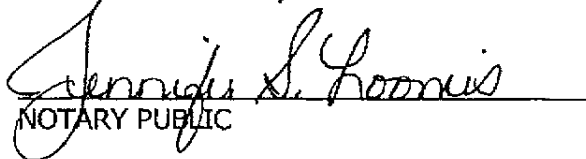
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STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 23rd day of December 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Randy Lubinsky, who is known to me personally, acknowledged to the fact 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 PUBLIC

Notary Public Commission expires:
[Notarial Seal]



Jennifer S. Loomis
My Commission DD293068
Expires April 30, 2008