

Jan 14 05 09:52a

CloverLeaf Capital

(407)905-9695

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Division of Corporations

P02 000100509

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Florida Department of State
Division of Corporations
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Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
PAINCARE HOLDINGS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JAN 14 PM 2:16

FILED

Certificate of Status	0
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*on restated
amendment
14*

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Florida Dept of State

P.1



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 13, 2005

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6908.

Anna Chesnut
Document Specialist

FAX Aud. #: H05000009793
Letter Number: 205A00002616

Fax Audit No. H050000097933

**RESTATED AND AMENDED ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PAINCARE HOLDINGS, INC.**

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

FILED
05 JAN 14 PM 2:16
SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

PAINCARE HOLDINGS, INC., (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, on or about December 23, 2004, the Corporation inadvertently filed with the Secretary of State of the State of Florida Articles of Amendment which were prepared in error:

WHEREAS, the Corporation hereby desires to correct such Articles of Amendment as authorized by its Bylaws;

WHEREAS, the Board of Directors 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 corrected to reflect that the authorized common stock of the Corporation is 75,000,000 shares of authorized common stock, \$.0001 par value.

Fax Audit No. H050000097933

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 hereby certifies that this Restated and Amended Articles of Amendment was adopted by the Corporation's Board of Directors and does not contain any amendment requiring shareholder approval and the undersigned has caused this Certificate to be duly executed in its corporate name as of January 13, 2005.

PainCare Holdings, Inc.

By: 

Randy Lubinsky, CEO

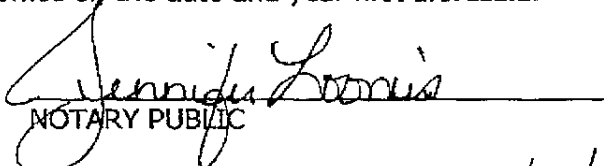
Fax Audit No. H050000097933

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 13th day of January 2005, 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: 4/30/08
[Notarial Seal]



Jennifer S. Loomis
My Commission DD203086
Expires April 30, 2008