

Aug 10 05 09:48a

CloverLeaf Capital

(407) 905-9695

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Division of Corporations

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Florida Department of State
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To:

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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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05 AUG 10 PM 2:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BASIC AMENDMENT

PAINCARE HOLDINGS, INC.

RECEIVED
05 AUG 10 AM 8:00
DIVISION OF CORPORATIONS

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

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Corporate Filing

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AMEND
DRG
8/10

Fax Audit No. 4050001911973

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

FILED
05 AUG 10 PM 2:51
SECRETARY 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 August 9, 2005, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Board of Directors and Shareholders of the Corporation, by majority vote on August 9, 2005, 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 authorized common stock, \$.0001 par value to 200,000,000 common shares, \$.0001 par value per share.
2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

Z:\Pain Care\General\Articles of Amendment 8.10.05.doc
Fax Audit Number: 4050001911973
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

Fax Audit No. **4050001911973**

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 August 10, 2005.

PainCare Holdings, Inc.

By: _____

Randy Lubinsky, CEO

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Fax Audit Number: **4050001911973**

Prepared by: E. Nicholas Davis III

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Fax Audit No. H050001911973

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 10th day of August 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.

Jennifer S. Loomis
NOTARY PUBLIC

Notary Public Commission expires: 4/30/2008
[Notarial Seal]

Jennifer S. Loomis
My Commission DD253066
Expires April 30, 2008

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