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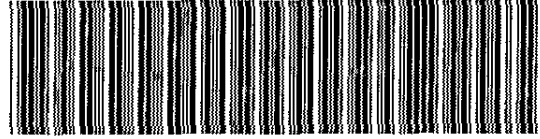
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C. Coulliette DEC 04 2002

**CT CORPORATION**

December 4, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5735004 SO  
Customer Reference 1: 65590  
Customer Reference 2: 011

Dear Secretary of State, Florida:

Please file the attached:

National Center for Pain Management, Inc. (FL)  
Amendment  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF

NATIONAL CENTER FOR PAIN MANAGEMENT, INC.

(PO2000111997)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

FIRST:

Article FOURTH of the Articles of Incorporation is deleted in its entirety and replaced with the following:

"FOURTH: The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 30,000,000 shares, divided into 20,000,000 shares of common stock, no par value per share (the "**Common Stock**"), and 10,000,000 shares of preferred stock, without par value (the "**Preferred Stock**"). Each share of Common Stock and Preferred Stock shall have one vote on all matters coming before the shareholders of the Corporation. The other powers, designations, preferences and rights (and the qualifications, limitations and restrictions thereof) in respect to the Common Stock and the Preferred Stock are as follows:

(a) **PREFERRED STOCK.** The Preferred Stock may be issued in one or more series. To the fullest extent permitted by law, the Board of Directors shall have the authority, by resolution to be set forth in a Certificate of Designation, to create and issue such series of Preferred Stock and to fix with respect to any such series the number of shares of Preferred Stock comprising such series and the powers, designations, preferences and rights (and the qualifications, limitations and restrictions thereof) of the shares of such series and of any holder thereof, including, without limitation, the following:

(i) the rate (or the manner or procedure for determining the rate) and times at which and the other conditions on which dividends on the shares of such series may be declared and paid or set aside for payment; whether the shares of such series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined and, if so, on what terms; and whether dividends shall be cumulative and, if so, from what date or dates and on what terms; provided that no dividends on the shares of such series shall be declared except out of (A) the earned surplus of the Corporation or (B) the net profits of the Corporation for the then-current or preceding fiscal year;

(ii) whether or not the shares of such series or any holder thereof shall have voting rights in addition to the voting rights provided by law and, if so, the terms and conditions thereof, including the date or dates or event or events upon or after which they shall have such voting rights;

(iii) whether or not the shares of such series shall be redeemable and, if

so, the terms and conditions, if any, upon which they may or shall be redeemed, including the date or dates or event or events upon or after which they shall be redeemable, the cash or property for which they may or shall be redeemed, whether they shall be redeemable at the option of the holder or the Corporation, or both, or upon the happening of a specified event or events and the amount or rate of cash or property per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and

(iv) the amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, winding up or distribution of assets of the Corporation.

(b) COMMON STOCK.

(i) The Common Stock shall rank junior to the Preferred Stock with respect to payment of dividends and on liquidation or dissolution and shall be subject to such other qualifications, limitations or restrictions as provided in the resolution of the Board of Directors establishing the terms of any series of the Preferred Stock (as contemplated by Article FOURTH (a) above);

(ii) After all accumulated and unpaid dividends upon all outstanding shares of Preferred Stock for all previous dividends periods shall have been paid, and full dividends on all outstanding shares of Preferred Stock for the then-current dividend period declared and a sum sufficient for the payment thereof set apart therefor, then and not otherwise, and subject to any other applicable provisions set forth in this Certificate of Incorporation and in any resolution of the Board of Directors establishing the terms of any series of Preferred Stock (as contemplated by Article FOURTH (a) above), dividends may be declared upon and paid to the holders of the Common Stock, to the exclusion of the holders of the Preferred Stock; and

(iii) In the event of voluntary or involuntary liquidation or dissolution of the Corporation, after payment in full of amounts, if any, required to be paid to the holders of any series of Preferred Stock, the holders of the Common Stock shall be entitled, to the exclusion of the holders of any series of the Preferred Stock, to share ratably in all remaining assets of the Corporation.

(c) Any resolution of the Board of Directors establishing the terms of any series of Preferred Stock (as contemplated by Article FOURTH (a) above) shall be for all purposes a part of the Articles of Incorporation when such resolution shall become effective."

SECOND: The Certificate of Designation, Preferences and Rights of the 4.00% Series A Convertible Preferred Stock of the Corporation is set forth in Attachment A.

THIRD: The date of this Amendment's adoption was November 22, 2002.

FOURTH: The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 27 day of November, 2002.

By:

A handwritten signature in black ink, appearing to read "Gary W. Jay", written over a horizontal line.

Gary W. Jay, President/Director  
National Center for Pain Management, Inc.

**ATTACHMENT A**  
**ARTICLES OF AMENDMENT**  
**TO ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL CENTER FOR PAIN MANAGEMENT, INC.**

**CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS  
OF THE 4.00% SERIES A CONVERTIBLE PREFERRED STOCK  
OF NATIONAL CENTER FOR PAIN MANAGEMENT, INC.**

NATIONAL CENTER FOR PAIN MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation pursuant to authority conferred upon the Board of Directors by the provisions of the Articles of Incorporation, as amended (the "**Articles**"), of the Corporation, which authorize the issuance of up to 10,000,000 shares of capital stock designated as preferred stock, no par value per share (the "**Preferred Stock**"), by the unanimous written consent of the Board of Directors of the Corporation executed as of November 22, 2002 and that such resolutions have not been modified and are in full force and effect.

RESOLVED, that there is hereby created a series of Preferred Stock, no par value per share, consisting of 2,500,000 shares, which will be issued in a single series entitled "4.00% Series A Convertible Preferred Stock."

RESOLVED, that the designation, relative powers, preferences and rights and qualifications, limitations and restrictions of all shares of such series, in addition to those set forth in the Articles, are hereby fixed as follows:

1. Definitions.

"*Common Stock*" means the Corporation's Common Stock, no par value per share.

"*Conversion Rate*" means one share of Series A Convertible Preferred Stock for one share of Common Stock.

"*Junior Securities*" has the meaning specified in Section 3(b).

"*Liquidation Value*" of any share of Series A Convertible Preferred Stock shall be equal to \$1.00.

"*Person*" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"*Public Offering*" means any offering by the Corporation of its capital stock or equity securities' to the public pursuant to an effective registration statement under the Securities Act of 1933, as then in effect, or any comparable statement under any similar federal statute then in force.

"*Senior Securities*" has the meaning specified in Section 3(c).

"*Series A Convertible Preferred Stock*" means the 4.00% Series A Convertible Preferred Stock, no par value per share, of the Corporation.

2. Designation and Number. The shares of Series A Convertible Preferred Stock shall be designated as "4.00% Series A Convertible Preferred Stock" and shall have no par value per share. The number of shares of Series A Convertible Preferred Stock shall be 2,500,000. All shares of Series A Convertible Preferred Stock redeemed, purchased, exchanged, converted or otherwise acquired by the Corporation shall be retired and cancelled and, upon the taking of any action required by applicable law, shall be restored to the status of authorized but unissued shares of Preferred Stock of the Corporation, without designation as to series, and may thereafter be reissued.

3. Ranking. The shares of Series A Convertible Preferred Stock shall, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank:

(a) senior to shares of Common Stock and any other series or class of capital stock of the Corporation, the terms of which do not expressly provide that such series or class ranks senior to or on a parity with Series A Convertible Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation; and

(b) on a parity with any other series or class of capital stock of the Corporation, the terms of which expressly provide that such series or class ranks on a parity with Series A Convertible Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation ("**Junior Securities**").

4. Dividends. Each share of Series A Convertible Preferred Stock shall be entitled to an annual preferred dividend equal to \$0.04, payable quarterly in arrears on a cumulative basis, to the holder of record thereof as of the last day of the previous calendar quarter. No distribution shall be made in respect of Common Stock unless the holders of Series A Convertible Preferred Stock shall have received their full dividend, including all arrearages.

5. Liquidation.

(a) Liquidation Preference. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the Corporation's assets to be distributed among the holders of Series A Convertible Preferred Stock are insufficient to permit payment to such holders of the aggregate amount of their respective Series A Convertible Preferred Stock Liquidation Preferences in full, then the entire remaining assets available to be distributed to the Corporation's stockholders, if any, are to be distributed pro rata among such holders of Series A Convertible Preferred Stock.

(b) No Liquidation, Etc. Neither the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation, merger or amalgamation of the Corporation with or into any corporation or the consolidation, merger or amalgamation of any corporation with or into the

Corporation shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

(c) Remaining Distributions. After the distributions pursuant to Section 4(a) have been paid, the remaining assets of the Corporation available for distribution to stockholders shall be distributed pro rata among the holders of the Common Stock.

(d) Notice. Not less than 30 calendar days prior to the payment date stated therein, the Corporation shall mail written notice of any such liquidation, dissolution or winding up (including any deemed liquidation, dissolution or winding up described in the next sentence) to each record holder of Series A Convertible Preferred Stock by registered or certified mail (return receipt requested and postage prepaid), setting forth in reasonable detail the amount of proceeds to be paid with respect to each share of Series A Convertible Preferred Stock and Common Stock in connection with such liquidation, dissolution or winding up (or deemed liquidation, dissolution or winding up described in the next sentence).

6. Voting Rights. Except as otherwise required by law, the holder of each share of Series A Convertible Preferred Stock shall have the right to one vote with respect to any question upon which holders of Preferred Stock have the right to vote. The Articles permit the holders of Preferred Stock to vote on an equal basis with the holders of the Common Stock.

7. Conversion.

(a) Right to Convert. Each share of Series A Convertible Preferred Stock may be converted, at any time, and from time to time, at the option of the holder thereof into one share of fully paid and nonassessable Common Stock.

(b) Mandatory Conversion. If the shares of Common Stock become publicly traded on a United States Exchange or if the Corporation shall complete an additional capital raise at anytime after the period ending twenty-four months after the date the Offering of the shares of Series A Convertible Preferred Stock closes, the Corporation shall have the right to force a conversion of all the shares of Series A Convertible Preferred Stock then outstanding.

(c) Mechanics of Conversion.

(i) Except as otherwise provided herein, each conversion of a share of Series A Convertible Preferred Stock will be deemed to have been effected as of the close of business on the date specified in a notice of mandatory conversion or, in the case of a voluntary conversion, on the date on which the certificate or certificates representing the shares of Series A Convertible Preferred Stock to be converted have been surrendered for conversion at the principal office of the Corporation. At the time any such conversion has been effected, the rights of the holder of such shares of Series A Convertible Preferred Stock will cease and the Person or Persons

in whose name or names any certificate or certificates for the shares of Common Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of such shares of Common Stock.

(ii) As soon as possible after a conversion has been effected (but in any event within five business days in the case of subparagraph (A) below), the Corporation shall deliver to the converting holder:

(A) a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified; and

(B) a certificate representing any shares of Series A Convertible Preferred Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(d) Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) one or more classes of its outstanding shares of Common Stock into a greater number of shares, the Conversion Rate in effect immediately prior to such subdivision will be proportionately reduced, and if the Corporation at any time combines (by reverse stock split or otherwise) one or more classes of its outstanding shares of Common Stock into a smaller number of shares, the Conversion Rate in effect immediately prior to such combination will be proportionately increased.

(e) Notices.

(i) Immediately upon any adjustment of the Conversion Price, the Corporation shall give written notice thereof to all holders of Series A Convertible Preferred Stock, setting forth in reasonable detail and certifying the calculation of such adjustment.

(ii) The Corporation shall give written notice to all holders of Series A Convertible Preferred Stock at least 20 calendar days prior to the date on which the Corporation closes its books or takes a record (a) with respect to any dividend or distribution upon Common Stock, or (b) with respect to any pro rata subscription offer to holders of Common Stock.

(iii) The Corporation also shall give written notice to the holders of Series A Convertible Preferred Stock at least 20 calendar days prior to the date on which any required conversion is to take place.

8. Reservation of Common Stock. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common

Stock, solely for the purpose of effecting the conversion of Series A Convertible Preferred Stock, such number of shares of its Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Convertible Preferred Stock (after taking into account any reasonably anticipated adjustments in the Conversion Price), and if at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) is not sufficient to effect the conversion of all then outstanding Series A Convertible Preferred Stock, the Corporation shall take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.

9. Costs of Conversion. The Corporation shall pay all documentary, stamp or other similar taxes attributable to the issuance or delivery of Common Stock (or other shares or other securities) of the Corporation upon conversion of any of Series A Convertible Preferred Stock. However, the Corporation is not required to pay any taxes that may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of Series A Convertible Preferred Stock in respect of which such shares are being issued.

10. Legend. All certificates representing Series A Convertible Preferred Shares shall bear the following legend:

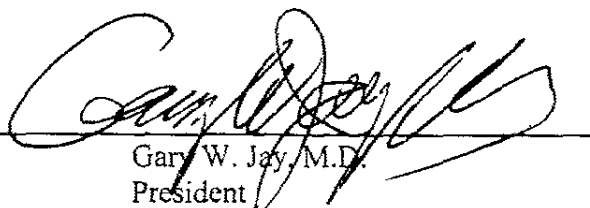
THE SHARES REPRESENTED BY THIS CERTIFICATE AND ANY SHARES THAT MAY BE ISSUED UPON THE CONVERSION OF SUCH SHARES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY STATE SECURITIES LAWS. NEITHER THIS SECURITY NOR ANY PORTION HEREOF OR INTEREST HEREIN MAY BE SOLD, ASSIGNED, TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED OF UNLESS THE SAME IS REGISTERED UNDER SAID ACT AND APPLICABLE STATE SECURITIES LAWS OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE AND THE CORPORATION SHALL HAVE RECEIVED EVIDENCE OF SUCH EXEMPTION REASONABLY SATISFACTORY TO THE CORPORATION.

11. Notices. Except as otherwise expressly provided hereunder, all notices referred to herein shall be in writing and shall be delivered by registered or certified mail, return receipt requested and postage prepaid, or by reputable overnight courier service, charges prepaid, and shall be deemed to have been given when so mailed or sent (i) to the Corporation, at its principal executive offices and (ii) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder).

12. Amendment and Waiver. No amendment, modification or waiver shall be binding or effective with respect to any provision of Sections 1 to 12 hereof without the prior written consent of the holders of a majority of Series A Convertible Preferred Stock outstanding at the time such action is taken.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation as of this 22nd day of November, 2002.

NATIONAL CENTER FOR PAIN MANAGEMENT, INC.

By:   
Gary W. Jay, M.D.  
President