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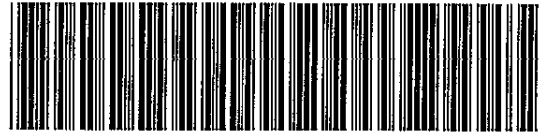
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TALLAHASSEE, FLORIDA

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ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS  
2033 MAIN STREET, SUITE 600  
SARASOTA, FLORIDA 34237  
FACSIMILE (941) 366-6384  
TELEPHONE (941) 366-8100

KATHERINE L. SMITH  
E-MAIL: ksmith@icardmerrill.com  
ADMITTED IN WISCONSIN  
LL.M. IN TAXATION

REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

May 8, 2003

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Pain Care First, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation of Pain Care First, Inc. and Acceptance of Registered Agent for filing with the State.
2. A check in the amount of \$78.50 which represents the \$70.00 state filing fee and the \$8.75 fee to obtain a certified copy of filing.

Please file stamp the copy of the Articles of Incorporation and send the same along with receipt of payment and the certified copy to Kate Smith, Esq., c/o Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. Thank you for your attention to this matter.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.

  
Katherine L. Smith

KLS/lg  
Enclosures  
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**ARTICLES OF INCORPORATION  
OF  
PAIN CARE FIRST, INC.**

**FILED**  
03 MAY 12 PM 3:10  
SECURITY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is: Pain Care First, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 3237 Hawks Nest Drive, Kissimmee, FL 34741.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand five hundred (1,500) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esq.

#### **ARTICLE VII - DIRECTORS**

The initial Board of Directors shall consist of one (1) Member. The names and addresses of the persons who will serve on the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Katherine L. Smith, Esquire	2033 Main Street, Suite 600 Sarasota, FL 34237

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Katherine L. Smith, Esquire	2033 Main Street, Suite 600 Sarasota, FL 34237

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


#### **ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

#### **ARTICLE XI - SHAREHOLDER ACTION**

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of May, 2003.

  
Katherine L. Smith, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pain Care First, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Katherine L. Smith  
Katherine L. Smith, Registered Agent  
Date: May 9, 2003

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**FILED**  
03 MAY 12 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA