

Mar 24 05 02:07p

CloverLeaf Capital

(407) 905-9695

p.

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000073129 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

RECEIVED

05 MAR 24 PM 3:07

Division of Corporations

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 MAR 24 AM 9:58

FILED

BASIC AMENDMENT

PAINCARE REAL ESTATE ADVISORS, INC.

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

Electronic Filing Menu

Corporate Filing

Public Access Help

3/24/05
NC

Fax Audit No. H050000731293

FILED

05 MAR 24 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PAINCARE REAL ESTATE ADVISORS, INC.**

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

PAINCARE REAL ESTATE ADVISORS, 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 of the Corporation adopted the resolutions set forth below, on March 23, 2005, 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 the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors of the Corporation, by action of consent (resolution) on March 23, 2005, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

1. Article I of the Articles is hereby amended to reflect that the name of the Corporation is hereby changed to Caperian, Inc.

Z:\Pain Care\PainCare Real Estate Advisors, Inc\Articles of Amendment 3.25.05.doc

Fax Audit Number: H050000731293

Prepared by: E. Nicholas Davis III

Cloverleaf Capital

12200 West Colonial Drive, Suite 303

Winter Garden, FL 34787

(407) 905-9699 Phone

(407) 905-9695 Fax

Fax Audit No. H050000731293

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

The foregoing was authorized by the Board of Directors and the Stockholders of the Corporation by written consent effective March 23, 2005.

IN WITNESS WHEREOF, Caperian, Inc. through its designated Director has caused this Certificate to be duly executed in its corporate name as of March 23, 2005.

CAPERIAN, INC.

By: _____

Randy Lubinsky, Director

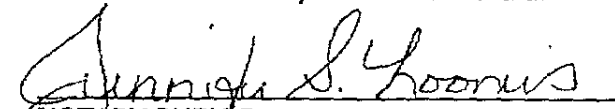
Fax Audit No. H050000731293

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 23rd day of March 2005, before me, a Notary Public in and for the State and County aforesaid, personally appeared Randy Lubinsky, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is a director of Caperian, Inc., and 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 DD293068
Expires April 30, 2008

Z:\Pain Care\PainCare Real Estate Advisors, Inc\Articles of Amendment 3.25.05.doc

Fax Audit Number: H050000731293

Prepared by: E. Nicholas Davis III

Cloverleaf Capital

12200 West Colonial Drive, Suite 303

Winter Garden, FL 34787

(407) 905-9699 Phone

(407) 905-9695 Fax