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Division of Corporations

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MERGER OR SHARE EXCHANGE

PAINCARE ACQUISITION COMPANY XI, INC.

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Merger
6/8/04

Fax Audit No.: H040001209363

04 JUN -
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

Pursuant to the provisions of Act 284, of the Michigan Public Acts of 1972 and Section 607.1105 of the Florida Business Corporation Act (the "Act"), DYNAMIC REHABILITATION CENTERS, INC., a Michigan corporation, ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XI, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved in compliance with the laws of the state under which it is organized and adopted by all of the shareholders and all of the directors of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation (the "Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 2nd day of June, 2004.

DYNAMIC REHABILITATION CENTERS,
INC. a Michigan corporation

By: Jeffrey M. Wayne

Jeffrey M. Wayne, President

PAINCARE ACQUISITION COMPANY XI,
INC., a Florida corporation

By: Mark SeporkaName: Mark SeporkaTitle: CFO

Fax Audit # H040001209363
Cloverleaf Capital
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12200 W. Colonial Dr. Ste 303
Winter Garden, FL 34787
MLA 207713-1.054049.0010

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EXHIBIT "A"**PLAN OF MERGER**

In accordance with the provisions of Act 284 of the Michigan Public Acts of 1972 and Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), PAINCARE ACQUISITION COMPANY XI, INC., a Florida corporation ("Surviving Corporation") and DYNAMIC REHABILITATION CENTERS, INC., a Michigan corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Act.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. Bylaws. The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. Directors and Officers. The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Time, each of the issued and outstanding shares of Disappearing Corporation will be converted into and exchanged for a pro rata interest in the Merger Consideration as provided for and determined in that certain Merger Agreement and Plan of Reorganization by and among PainCare Holding, Inc., PainCare Acquisition Company XI, Inc., Dynamic Rehabilitation Centers, Inc., a Michigan corporation, and Jeffrey M. Wayne, Individually and as Trustee of the Jeffrey M. Wayne Trust, and Michael Wayne, Individually and as Trustee of the Michael Wayne Trust (each, a "Shareholder;" collectively, the "Shareholders"), dated as of June 1, 2004. Each certificate representing issued and outstanding shares of the Disappearing Corporation shall be surrendered to the Surviving Corporation and exchanged for such interest in the Merger Consideration. Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

6. Effect of Merger. As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all

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rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 2nd day of June, 2004, as evidence that they agree, accept and adopt this Plan of Merger.

DYNAMIC REHABILITATION CENTERS,
INC., a Michigan corporation

By: Jeffrey M. Wayne

Jeffrey M. Wayne, President

PAINCARE ACQUISITION COMPANY XI,
INC., a Florida corporation

By: Mark SeporkaName: Mark SeporkaTitle: CEO

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