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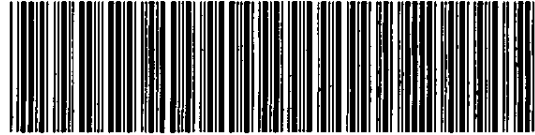
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SECRETARY OF
TALLAHASSEE, FLORIDA
09 OCT 19 PM 3:35

Amended/Restated
@ 10/20/09

BERKOWITZ & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
2101 NW CORPORATE BOULEVARD
SUITE 300
BOCA RATON, FLORIDA 33431

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IAN M. BERKOWITZ

OF COUNSEL

MAURICE BERKOWITZ
ALSO ADMITTED NEW YORK BAR
DAVID J. BERKOWITZ

October 13, 2009

VIA OVERNIGHT MAIL

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: PAIN CARE ASSOCIATES, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Dear Sir or Madam:

Enclosed are original executed Amended and Restated Articles of Incorporation for PAIN CARE ASSOCIATES, INC. and the notarized Resignation and Release of the previous directors/officers of the corporation. Also enclosed is our firm's check in the amount of \$35.00 for the filing fee. Please feel free to contact this office if you have any questions regarding the above.

Very truly yours,

BERKOWITZ & ASSOCIATES, P.A.

By: 

Ian M. Berkowitz

IMB:kef

Enclosures as noted

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PAIN CARE ASSOCIATES, INC.

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of PAIN CARE ASSOCIATES, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on February 13, 2004 (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and all of the Shareholders of the Corporation on October 13, 2009:

ARTICLE I - NAME

The name of the Corporation is Pain Care Associates, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is:

189 North State Road 7
Plantation, Florida 33317

ARTICLE III - PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 500 shares of common stock having \$0.10 par value per share.

ARTICLE V - DIRECTORS AND OFFICERS

The names and address of the current officers of the Corporation is:

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
09 OCT 19 PM 3:35

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION/TITLE(S)</u>
Claudia Santamaria	189 North State Road 7 Plantation, Florida 33317	President/Secretary
Eduardo Alonzo Sotillo	189 North State Road 7 Plantation, Florida 33317	Vice President/Treasurer

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered agent of the Corporation is 189 North State Road 7, Plantation, Florida and the name of the Corporation's registered agent at that address is Claudia Santamaria.

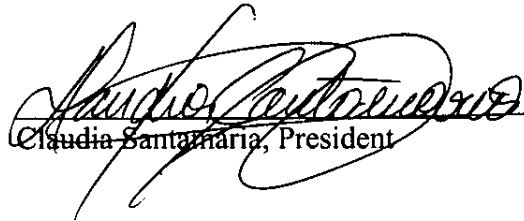
ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII - AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Organization of the Corporation are hereby executed on this 13 day of October, 2009.


 Claudia Santamaria, President

PAIN CARE ASSOCIATES, INC.

RESIGNATION AND RELEASE

OF JUAN SANTAMARIA

I, JUAN SANTAMARIA (the "RELEASOR"), hereby resign, effective as of October 13, 2009, as Officer and Director and all other such positions of PAIN CARE ASSOCIATES, INC., a Florida Corporation (the "Corporation"), and affirm that the Corporation has been notified in writing of the resignation.

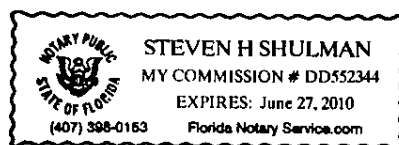
RELEASOR, in consideration of the tender of his membership interest in the Corporation, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, hereby releases and forever discharges the Corporation, its officers, directors, employees, agents, affiliates, representatives, attorneys, heirs, successors, assigns and all other persons acting by, through or in concert with any of them (collectively, the "RELEASEES"), from all actions, causes of actions, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, rights, claims and demands whatsoever, whether in law, in rem, equity or otherwise, and whether known or unknown, which RELEASOR or her heirs, successors, affiliates or assigns ever had, may have had, now have, or hereafter can, shall or may have against the RELEASEES, anywhere in the world, from the beginning of time to the date hereof, and relating to or arising from RELEASOR'S employment, service as an officer, director or shareholder of the Corporation, agreement (whether written or oral) or relationship with the RELEASEES.

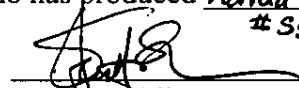
DATED: October 13, 2009.

STATE OF Florida
COUNTY OF Palm Beach


JUAN SANTAMARIA

The foregoing instrument was acknowledged before me this 13 day of October, 2009 by Juan Santamaria who is personally known to me or who has produced Florida DL as identification. # S535-432-64-027-0




Notary Public

(Please print name of Notary)

My commission expires