

11/04/2011 15:48 SHUMAKER LOOP & KENDRICK

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SOUTH LAKE PAIN INSTITUTE, P.A.

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Amended & Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SOUTH LAKE PAIN INSTITUTE, P.A.**

(Document Number P05000014922)

SOUTH LAKE PAIN INSTITUTE, P.A. (the "**Corporation**"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "**Restated Articles**") which accurately restate and integrate the Articles of Incorporation filed on January 28, 2005, and all amendments thereto.

II. The Restated Articles, including all amendments contained herein, were duly approved and adopted by unanimous written consent of the Corporation's Board of Directors dated October 31, 2011 and by written consent of the Corporation's Shareholders dated October 31, 2011. The number of votes cast by the Shareholders was sufficient for approval.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I
NAME**

The name of the Corporation is **SOUTH LAKE PAIN INSTITUTE, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

845 Oakley Seaver Dr.
Clermont, FL 34711

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

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ARTICLE IV
CAPITAL STOCK

- A. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Restated Articles.

ARTICLE V
BOARD OF DIRECTORS

- A. The number of directors may either be increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one (1).
- B. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- C. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

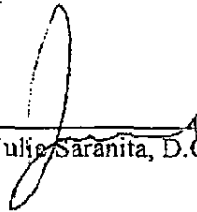
Ivan M. Lefkowitz
430 North Mills Avenue
Orlando, Florida 32803

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ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of October 2011.

By: 
Julie Saranita, D.O., President