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CloverLeaf Capital

(407)905-9895

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PainCare Surgery Centers II, Inc.

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**ARTICLES OF INCORPORATION
of
PAINCARE SURGERY CENTERS II, INC.**

THE UNDERSIGNED, acting as the sole incorporator of **PainCare Surgery Centers II, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **PainCare Surgery Centers II, Inc.** for such corporation:

ARTICLE I

Name and Address

The name of the corporation shall be **PainCare Surgery Centers II, Inc.**, and its principal corporate address shall be initially located at 1030 North Orange Avenue, Suite 105, Orlando, FL 32801.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

ARTICLE III

General Purposes

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000, consisting of a single class of common stock, \$.001 par value per share.

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Prepared by: E. Nicholas Davis III

Cloverleaf Capital Advisors, LLC

12200 W. Colonial Dr.
Ste. 303, Winter Garden, FL 34787

407-905-9699

Fax Audit No. H050001545143

ARTICLE V

Initial Registered Office and Agent

The address of the Registered Office of the corporation is 12200 West Colonial Drive, Suite 303, Winter Garden, Florida 34787 (which is the same as its initial principal address), and the initial Registered Agent at such address is E. Nicholas Davis, III.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

Mark Szporka
PainCare Surgery Centers II, Inc.
1030 North Orange Avenue, Suite 105
Orlando, FL 32801

Randy Lubinsky
PainCare Surgery Centers II, Inc.
1030 North Orange Avenue, Suite 105
Orlando, FL 32801

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III., 12200 West Colonial Drive, Suite 303, Winter Garden, Florida 34787.

ARTICLE VIII

Conference Meetings

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Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action By Consent


The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 22nd day of June, 2005.

A handwritten signature in black ink, appearing to read 'E. Nicholas Davis, III', is written over a horizontal line.

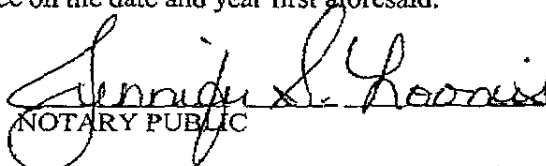
E. Nicholas Davis, III

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STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 22nd day of June 2005, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator, and registered agent of PAINCARE SURGERY CENTERS II, INC., and that he executed as said incorporator and registered agent the foregoing Articles of Incorporation 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 DD283088
Expires April 30, 2008

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Prepared by: E. Nicholas Davis III
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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 22nd day of June, 2005



E. Nicholas Davis, III, Registered Agent

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