

To: FL Dept. of State
Subject: 00017743315

From: John Wons

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P05000117564

Florida Department of State
Division of Corporations
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From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
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0177.43315

MERGER OR SHARE EXCHANGE
PAINCARE ACQUISITION COMPANY XXIII, INC.

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05 OCT 12 AM 8:00

DIVISION OF CORPORATIONS

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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Merger @ 10.13.05

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ARTICLES OF MERGER

Pursuant to Article 90, of the Colorado Corporations and Associations Act, Section 7-90-203 of the Colorado Revised Statutes ("CRS") and Section 607.1105 of the Florida Business Corporation Act (the "Act"), F.O.R. MERGER CORP (formerly "Floyd O. Ring Jr., M.D., P.C."), a Colorado Corporation, Corporation File No.: 19931131836 ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XXIII, 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 hereby incorporated by reference as though fully set forth herein, was unanimously approved in compliance with the laws of the state under which it is organized and unanimously adopted by all of the shareholders and all of the directors of both Disappearing Corporation and Surviving Corporation in accordance with each entity's respective constituent documents;

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");

4. Counterparts. These Articles of Merger and any amendments made pursuant hereto, may be executed in any number of counterparts and when so executed, all such counterparts will constitute a single instrument binding upon all parties hereto notwithstanding the fact that all parties are not signatories to the original of these Articles of Merger or to the same counterpart.

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IN WITNESS WHEREOF, the parties have executed these Articles of
Merger on the dates set forth below.

F.O.R. MERGER CORP
(formerly "Floyd O. Ring Jr., M.D., P.C.")
a Colorado Corporation

By: Floyd O. Ring, Jr.
Floyd O. Ring, Jr., M.D.,
President and Secretary
Dated: September 30, 2005
Atty in fact

PAINCARE ACQUISITION COMPANY XXIII,
INC., a Florida Corporation

By: Randy Lubinsky
Randy Lubinsky, CEO
Dated: October 4, 2005

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EXHIBIT "A"

PLAN OF MERGER

In accordance with Article 90 of the Colorado Corporations and Associations Act, Section 7-90-203, et seq. of the Colorado Revised Statutes ("CRS"), and Section 807.1101 et seq. of the Florida Business Corporation Act (the "Act"), PAINCARE ACQUISITION COMPANY XXIII, INC., a Florida Corporation ("Surviving Corporation") and F.O.R. MERGER CORP, a Colorado 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 Holdings, Inc., a Florida Corporation, PainCare Acquisition Company XXIII, Inc., a Florida Corporation, F.O.R. Merger Corp, a Colorado Corporation, and Floyd O. Ring, Jr., M.D., individually, dated on or about October 1, 2005. Each certificate representing issued 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.

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger
as of the dates set forth below, as evidence that they agree, accept and adopt this Plan
of Merger.

F.O.R. MERGER CORP.,
a Colorado Corporation

By: 
Floyd O. Ring, Jr., M.D.,
President and Secretary

Dated: September 30, 2005

PAINCARE ACQUISITION COMPANY XXIII,
INC., a Florida Corporation

By: 
Randy Lubinsky, CEO

Dated: October 4, 2005

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