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(Requestor's Name)

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(City/State/Zip/Phone #)

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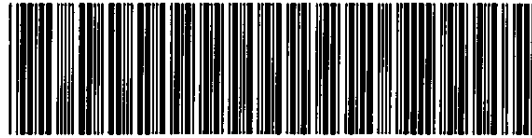
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2007 APR 30 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 1 2007



Please Reply to:  
St. Petersburg, FL  
lammons@trenam.com

April 25, 2007

Registration Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation – Atlantic Spine & Pain Management P.A.

Dear Sir or Madam:

I am enclosing the Articles of Incorporation for Atlantic Spine & Pain Management, P.A. for filing with the Secretary of State. Please file upon receipt. Also enclosed is Check No. 1324 for \$78.75, which amount represents the filing fee. Please send the certified copy to our mailing address.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons', with a stylized flourish at the end.

Lori L. Ammons  
Legal Assistant

cc: Kevin R Free, M.D. (w/enclosures)

Enclosures (2)

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2007 APR 30 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

Atlantic Spine & Pain Management, P.A.

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

**NAME**

The name of this Corporation is **Atlantic Spine & Pain Management, P.A.**

ARTICLE II.

**EFFECTIVE DATE OF ARTICLES**

This Corporation shall have perpetual existence commencing upon filing.

ARTICLE III.

**NATURE OF PROFESSIONAL BUSINESS**

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

**CAPITAL STOCK**

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

## ARTICLE V.

### **LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT**

- A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Kevin R. Free, M.D.  
15800 Caloosa Creek Circle  
Fort Myers, FL 33908

ARTICLE VII.

**INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Kevin R. Free, M.D.  
15800 Caloosa Creek Circle  
Fort Myers, FL 33908

ARTICLE VIII.

**PRINCIPAL OFFICE**

The principal address of this Corporation is:

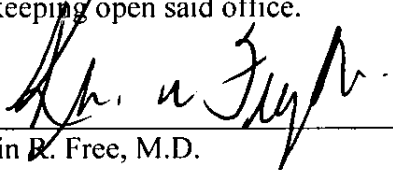
Kevin R. Free, M.D.  
15800 Caloosa Creek Circle  
Fort Myers, FL 33908

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 24<sup>th</sup> day of April 2007 for the purpose of organizing this Corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Kevin R. Free, M.D.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Kevin R. Free, M.D.