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Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.  
Account Number : 076666002140  
Phone : (727)461-1818  
Fax Number : (727)441-8617

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PAIN & WELLNESS INSTITUTE, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
PAIN & WELLNESS INSTITUTE, P.A.**

The undersigned, acting as incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS**

The name of this professional corporation shall be PAIN & WELLNESS INSTITUTE, P.A. The principal and mailing address of the Corporation is 4160 North Armenia Avenue, Suite B, Tampa, Florida 33607.

**ARTICLE II  
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

**ARTICLE III  
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE / PAR SHARE
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

**ARTICLE IV  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

**Prepared By:**  
Michael G. Little, Esq.  
Johnson, Pope, Bokor, Ruppel & Burns, L.L.P.  
911 Chestnut Street  
Clearwater, Florida 33756  
(727) 461-1818  
Bar No. 0861677

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**ARTICLE V  
DURATION**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation shall be 911 Chestnut Street, Clearwater, Florida 33756, and the name of its initial registered agent at such address is MICHAEL G. LITTLE.

**ARTICLE VII  
APPLICABLE LAWS**

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
YAMILET NENINGER	4160 North Armenia Avenue Suite B Tampa, Florida 33607

**ARTICLE IX  
OFFICERS**

The name and address of the person who shall serve in the offices designated opposite her name until successors are designated by the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
YAMILET NENINGER	President/Secretary/ Treasurer	4160 North Armenia Avenue Suite B Tampa, Florida 33607

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ARTICLE X  
INCORPORATOR.

The name and address of the incorporator are as follows:

Name

Address

MICHAEL G. LITTLE

911 Chestnut Street  
Clearwater, Florida 33756

ARTICLE XI  
CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE XII  
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 10<sup>th</sup> day of August, 2007.

  
\_\_\_\_\_  
MICHAEL G. LITTLE, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, PAIN & WELLNESS INSTITUTE, P.A., desiring to organize under the laws of the State of Florida hereby designates MICHAEL G. LITTLE, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated: August 10, 2007

  
\_\_\_\_\_  
MICHAEL G. LITTLE

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TALLAHASSEE, FLORIDA