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MARY G STEWART CPA PA

FAX NUMBER 941 258 3192

P. 002

Mary G. Stewart CPA, P.A.

PD8000065475

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FLORIDA PROFIT/NON PROFIT CORPORATION

CHARLOTTE PAIN MANAGEMENT CENTER, INC.

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MARY G. STEWART CPA, PA FAX No. 941 258 3192
7/9/2008 11:10 PAGE 001/001 Florida Dept of State

P.001



July 9, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARY G. STEWART CPA PA

SUBJECT: CHARLOTTE PAIN MANAGEMENT CENTER, INC.
REF: W08000032559

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION

OF

CHARLOTTE PAIN MANAGEMENT CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is CHARLOTTE PAIN MANAGEMENT CENTER, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The street address of the principal office of this Corporation shall be:

3109 TAMiami TRAIL, SUITE 3, PORT CHARLOTTE, FL 33952

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporators of this Corporation are:

Nancy J Harris
32 Torrington St
Port Charlotte, FL 33954

Lew A. Little
32 Torrington St
Port Charlotte, FL 33954

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ARTICLE 5 – CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand shares of common stock, each share having the par value of One Dollar (\$1.00).

5.2 No holder of shares of stock shall have any preemptive right to subscribe to or purchase any additional shares; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 6 – SECTION 1244 STOCK

The Corporation is a small business corporation as defined in Section 1244 of the Internal Revenue Code and is authorized to issue shares with a \$1.00 (one dollar) par value.

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued there-under. Such actions as are necessary will be taken by the appropriate Directors or officers to accomplish this compliance. Notwithstanding anything to the contrary in the articles or Bylaws of the Corporation, no action shall be taken to jeopardize this qualification.

ARTICLE 7-SUB S ELECTION

The undersigned, being all of the shareholders of the Corporation, hereby consent to having the Corporation seek to qualify as a small business corporation under Sub Chapter S of Internal Revenue Code Section 1372

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ARTICLE 8 - SHAREHOLDERS' AGREEMENT

All of the shares of stock of this Corporation are subject to a Shareholders' Agreement containing restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement is on file at the principal office of the Corporation.

Pursuant to the Shareholders' Agreement, the Corporation shall be managed and operated by the Shareholders. Voting authority shall be in direct proportion to each shareholder's ownership of shares in the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12 - REGISTERED OFFICE
AND REGISTERED AGENT**

The name and street address of the registered agent of this Corporation is:

Lew A. Little
32 Torrington St
Port Charlotte, FL 33954

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ARTICLE 13 - BYLAWS

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The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hand(s) and seal(s), acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of July, 2008.


Nancy J. Harris, Incorporator


Lew A. Little, Incorporator


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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: *Lew A. Little*
Lew A. Little, Registered Agent

State of Florida	
County of Charlotte	
The foregoing instrument was acknowledged before me this <u>27th</u> day of <u>July</u> , 20 <u>08</u> , by <u>Lew A. Little</u> .	
Personally Known <u><input checked="" type="checkbox"/></u> OR Produced Identification _____	
Type of Identification Produced _____	
<u><i>Mary G. Stewart</i></u> Notary Signature	 Mary G. Stewart My Commission DD338649 Expires September 06, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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