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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PAIN SPECIALISTS OF FLORIDA P.A.**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Incorporation in accordance with the provisions of Sections 607.1006 and 607.1007, Florida Statutes.

**ARTICLE I**

The name and principal address of this Corporation shall be: Pain Specialists of Florida, Inc., 2501 East Commercial Boulevard, Suite 207, Fort Lauderdale, Florida 33308, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The Corporation capital stock authorized, the par value thereof, and the characteristics of such stock are:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	none	Common

The consideration for 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.

**ARTICLE IV**

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

**ARTICLE V**

The registered agent and registered office of this Corporation is Peter Reiter, 2501 East Commercial Boulevard, Suite 207, Fort Lauderdale, Florida 33308.

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#### ARTICLE VI

The Corporation shall have no less than one (1) director. The name and address of the current director of the Corporation, who shall hold office for one (1) year or until his successor(s) are duly elected and qualified is:

Baher Yanni                      2501 East Commercial Boulevard, Suite 207  
Fort Lauderdale, Florida 33308

The Corporation shall have no less than two (2) officers. The names, titles and addresses of the current officers of the Corporation, who shall hold office for one (1) year or until their successors are duly elected and qualified are:

Baher Yanni, President and Secretary                      2501 East Commercial Boulevard, Suite 207  
Fort Lauderdale, Florida 33308

Peter Reiter, Vice President                      2501 East Commercial Boulevard, Suite 207  
Fort Lauderdale, Florida 33308

#### ARTICLE VII

The name and address of the Incorporator is: Peter Reiter, 2501 East Commercial Boulevard, Suite 207, Fort Lauderdale, Florida 33308.

#### ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

#### ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

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**ARTICLE X**

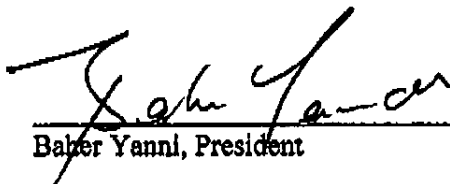
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XI**

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

These amended and restated articles of incorporation were approved by the shareholders of the Corporation on May 25, 2012 by written consent in accordance with Section 607.0704, Florida Statutes. There were no voting groups entitled to vote separately on the amendment.

**IN WITNESS WHEREOF**, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed and filed by a duly authorized officer of the Corporation on May 26, 2012.

  
\_\_\_\_\_  
Bahar Yanni, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

**FIRST:** That, PAIN SPECIALISTS OF FLORIDA, INC., has designated 2501 East Commercial Boulevard, Suite 207, Fort Lauderdale, Florida 33308, as the place of business for the service of process within this state.

**SECOND:** That the above corporation has named Peter Reiter as its statutory registered agent at the above address.

Having been named the statutory registered agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated May 25, 2012.



Peter Reiter, Registered Agent

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