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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : MAYNARD COOPER & GALE, P.C.
Account Number : I20220000140
Phone : (407)647-2777
Fax Number : (407)647-2157

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Telepain Consultants, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
FLORIDA TELEPAIN CONSULTANTS, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I:
NAME**

The name of the corporation shall be Florida Telepain Consultants, Inc. (the "**Corporation**").

**ARTICLE II:
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is:

1688 Meridian Avenue
Suite 600
Miami Beach, Florida 33139

The mailing address of the Corporation is:

1688 Meridian Avenue
Suite 600
Miami Beach, Florida 33139

**ARTICLE III:
PURPOSE**

The Corporation is organized to provide pain specialists in Florida primary care groups and provide pain management care for their patients. In addition the Corporation shall transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV:
SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000, all of which shall be common stock with a par value of \$0.01 per share.

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ARTICLE V:
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors pursuant to Section 607.0728(3) of the FBCA.

ARTICLE VI:
DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of those who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
1. Justin Kromelow, Director	210 S Ellsworth Ave., #649 San Mateo, CA 94401 USA

The names and addresses of the individuals who will serve as initial officers are:

<u>Name and Position</u>	<u>Address</u>
1. Justin Kromelow, President	210 S Ellsworth Ave., #649 San Mateo, CA 94401 USA
2. Seth Christian, M.D., Medical Director	1688 Meridian Avenue, Suite 600 Miami Beach, Florida, USA 33139

ARTICLE VIII:
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Corporation is:

MAYNARD COOPER GALE
200 E. New ENGLAND Avenue, Suite 300
Winter Park, FL 32789

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ARTICLE IX:
INCORPORATOR

The name and street address of the Corporation's incorporator is:

MAYNARD COOPER GALE
200 E. New ENGLAND Avenue, Suite 300
Winter Park, FL 32789

ARTICLE X:
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

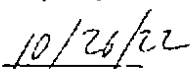
ARTICLE XI:
EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

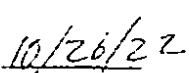


Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Required Signature/Incorporator



Date