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2/01/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000001283))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPE

DEPARTMENT OF STATE

211 CHESTNUT

STATE OF FLORIDA

P.O. BOX 1368

409 EAST GAINES STREET

CLEARWATER FL 34617-00000000

TALLAHASSEE, FL 32399

CONTACT: TABRA LEE

FAX: (904) 922-4000

PHONE: (813) 461-1818

XX: (813) 441-8617

((H95000001283))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE

F AUDIT NUMBER: H95000001283

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/01/1995

TIME REQUESTED: 09:40:14

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076666002140

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Page 1

TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC.

ARTICLE I - Name and Address

The name of this corporation is ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC. The mailing address of the corporation is: 1200 Druid Road South, Suite 7, Clearwater Florida 34616-1992. The address of the corporation's principal office is 1200 Druid Road South, Suite 7, Clearwater Florida 34616-1992..

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 7,500 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1200 Druid Road South, Suite 7, Clearwater Florida 34616-1992., and the name of the initial registered agent of this corporation at that address is ANDREW D. RACKSTEIN.

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 34616
(813) 461-1818
Florida Bar No. 0150340

H95000001283

ARTICLE VI - Incorporator

The name and address of the person signing these Articles is:

Name

Address

ANDREW D. RACKSTEIN

1200 Druid Road South, Suite 7
Clearwater Florida 34616-1992.

ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of Jan., 1995.


ANDREW D. RACKSTEIN

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

Pursuant to Fla. Stat. §48.091, ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC., desiring to organize under the laws of the State of Florida, hereby designates ANDREW D. RACKSTEIN, located at 1200 Druid Road South, Suite 7, Clearwater Florida 34616-1992, 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.


ANDREW D. RACKSTEIN

0060437.01

HALL COUNTY CLERK

CS FFB-1 01/1/93

04/11/95 11:07

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TO: DIVISION OF CORPORATIONS FROM: JOHNSON, BLAKELY, POPE,
BOKER, RUPPE

DEPARTMENT OF STATE 911 CHESTNUT
STATE OF FLORIDA P.O. BOX 1368
409 EAST GAINES STREET CLEARWATER FL 34617-00000
TALLAHASSEE, FL 32399 CONTACT: TABRA LEE
FAX: (904) 922-4000 PHONE: (813) 461-1818
FAX: (813) 441-8617

((H95000004042))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN
SERVIC

FAX AUDIT NUMBER: H95000004042 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/10/1995 TIME REQUESTED: 11:05:42
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC.

The undersigned, as the president and secretary of ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC., does hereby certify that the Amendment provided for herein was adopted by the stockholders and the board of directors on the 6th day of April, 1995.

1. Name of Corporation: ANESTHESIA ASSOCIATES OF PINELLAS COUNTY PAIN SERVICE, INC.

2. Amendment Adopted: Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of this corporation is CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC. The mailing address of the corporation is: 1200 Druid Road South, Suite 7, Clearwater, Florida 34616-1992. The address of the corporation's principal office is 1200 Druid Road South, Suite 7, Clearwater, Florida 34616-1992.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 7th day of April, 1995.

CLEARWATER PAIN
MANAGEMENT ASSOCIATES,
INC. (Formerly known as
Anesthesia Associates of
Pinellas County Pain
Service, Inc.)

By: Charles A. Kottmeier
Charles A. Kottmeier, President

Attest: Andrew D. Rachelein
Andrew D. Rachelein, Secretary

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 0150340

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STATE OF FLORIDA)

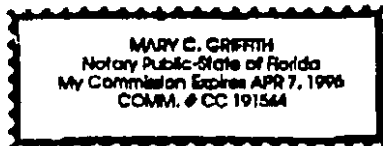
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 7th day of APRIL, 1995, by Charles A. Kottmeier and Andrew D. Rackstein, as President and Secretary, respectively, of CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC., a Florida corporation (formerly known as Anesthesia Associates of Pinellas County Pain Service, Inc., on behalf of the corporation. Said individuals are:

☒ (a) personally known to me;

OR

[] (b) have produced _____ (type of identification) as identification.



Mary C. Griffith
(Signature of Notary Public)

MARY C. GRIFFITH
(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number
of Commission: APRIL 7, 1996

Comm # 2C191544

10/18/95 10:35

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October 19, 1995

FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPE

DEPARTMENT OF STATE

911 CHESTNUT

STATE OF FLORIDA

P.O. BOX 1368

409 EAST GAINES STREET

CLEARWATER FL 34617-0000

TALLAHASSEE, FL 32399

CONTACT: KRISTEN DECLEENE

(904) 922-4000

PHONE: (813) 461-1818

FAX: (813) 441-8617

H95000011686)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000011686

CURRENT STATUS: REQUESTED

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ACCOUNT NUMBER: 076666002140

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Corporation
Linda

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TALLAHASSEE, FLORIDA

10/18/95 10:38

10/18/95 16:24 Fl. Dept. of State p1 /1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 18, 1995

CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC.
1200 DRUID ROAD SOUTH
SUITE 7
CLEARWATER, FL 34616-1992

SUBJECT: CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC.
REF: P95000008379

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000011686
Letter Number: 595A00047089

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**RESTATED ARTICLES OF INCORPORATION
OF
CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC.**

The undersigned, as the president and secretary of CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC., hereby certify that the Restatement provided for herein was adopted by the stockholders and the board of directors on the 16th day of October, 1995. This Restatement was adopted by the unanimous vote of the stockholders.

1. Name of Corporation: CLEARWATER PAIN MANAGEMENT ASSOCIATES, INC.

2. Amendments Adopted: The Articles of Incorporation are hereby amended in their entirety as follows:

**"ARTICLE I
NAME AND ADDRESS**

The name of this professional corporation shall be CLEARWATER PAIN MANAGEMENT ASSOCIATES, P.A. The mailing address and the address of the corporation's principal office is 1200 Druid Road South, Suite 7, Clearwater, Florida 34616-1992.

**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
Per Share

7,500
Bruce H. Bokor, Esq., Florida Bar No. 015340
Johnson, Blakely, Pope,
Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34617
(818) 461-1818

\$1.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Every shareholder, upon an offer for sale for cash of any new stock authorized but unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV BY-LAWS

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.

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 at 1200 Druid Road South, Suite 7, Clearwater, Florida 34616-1992, and the name of its initial registered agent at such address is ANDREW D. RACKSTEIN.

ARTICLE VII COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

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ARTICLE VIII APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 621 of the Florida Statutes.

ARTICLE IX CONFLICT OF INTEREST

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 who 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 director or officer of such other corporation, or not so interested.

ARTICLE X 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.

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ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation."

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 16th day of October, 1995.

CLEARWATER PAIN MANAGEMENT
ASSOCIATES, INC.

By: Charles A. Kottmeier

CHARLES A. KOTTMEIER,
President

Attest: Andrew D. Rackstein

ANDREW D. RACKSTEIN,
Secretary

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