

P95000060188

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-5003
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 173027
TAMPA, FLORIDA 33672

August 2, 1995

BY FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
Room 2002, North Monroe
Tallahassee, FL 32310-8047

3000001552773
-03/03/95--01042--016
****122.50 ****122.50

Re: GMS Medical, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. Please file original Articles and return a certified copy to me.

Also enclosed is a check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

Nancy G. Farage

NANCY G. FARAGE
Dictated by Ms. Farage
but signed in her absence
to avoid delay in delivery

NGF:llv
Enclosures

FILED
1995 AUG -3 PM 10:29
TALLAHASSEE

K CHESSEY AUG 4 1995

ARTICLES OF INCORPORATION
OF
GMS MEDICAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

GMS MEDICAL, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollars (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
1995 AUG -3 PM 10:22
SECRET
MILWAUKEE

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 500 North Westshore Boulevard, Suite 720, Tampa, Florida 33609, and the name of the initial registered agent of this corporation at that address is Gary Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	500 North Westshore Boulevard Suite 720 Tampa, FL 33609

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	500 North Westshore Boulevard Suite 720 Tampa, FL 33609

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates


to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 15th day of August, 1995.



Gary Smith

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Smith, who is personally known to me, who did take an oath, and who

is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 1st day of August, 1995.



LISA C. SMITH
Comm Exp. 3/21/97
Noted By Service to
J. CC447160
☒ Personally Known ☐ Other I. D.

[Signature]
NOTARY PUBLIC
Print Name: Lisa C. Smith
My commission expires: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: GMS Medical, Inc.

2. The name and address of the registered agent and office is:

Gary Smith

(NAME)

500 North Westshore Boulevard, Suite 720

(P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33619

(CITY/STATE/ZIP)

SIGNATURE

Gary Smith

TITLE Incorporator

DATE

8/1/95

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 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.

SIGNATURE

Gary Smith

DATE

8/1/95

REGISTERED AGENT FILING FEE: \$35.00

FILED
1995 AUG - 8 PM 10:22
TALLAHASSEE
SECRETARY OF STATE

P95000060188

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-5603
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 173027
TAMPA, FLORIDA 33672

February 12, 1996

FILED
96 FEB 13 AM 9:07
TALLAHASSEE FLORIDA

BY FEDERAL EXPRESS DELIVERY

Corporate Records Bureau
Secretary of State
Division of Corporations
Department of State
The Capitol
Room 202, North Monroe
Tallahassee, FL 32310-8047

RE: GMS Medical, Inc. - Amendment to Articles of
Incorporation

Gentlemen:

Enclosed please find the original and one copy of Amendment to Articles of Incorporation of GMS Medical, Inc. changing its name to Center for Spine and Pain Therapy, Inc. Also enclosed is my firm's check payable to your order in the amount of \$87.50 consisting of the filing fee of \$35.00 and \$52.50 for the cost of a certified copy. Please forward the certified copy of the enclosed Amendment directly to this office.

Thank you for your cooperation and assistance in this matter. Should you have any questions regarding the enclosed document, please do not hesitate to contact me immediately by telephone.

Sincerely yours,

Nancy G. Farage

NANCY G. FARAGE

N/c

NGF:llv
Enclosures

VLS FEB 16 1996

AMENDMENT TO ARTICLES OF INCORPORATION
OF
GMS MEDICAL, INC.

FILED
96 FEB 13 AM 9:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of GMS MEDICAL, INC. are hereby amended as follows:

1. Article I is hereby amended to read as follows:

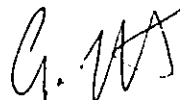
ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

CENTER FOR SPINE AND PAIN THERAPY, INC.

2. The foregoing amendment was approved and adopted on February 7, 1996 by unanimous consent of all shareholders entitled to vote thereon, in accordance with Chapter 607 of the Florida Statutes.

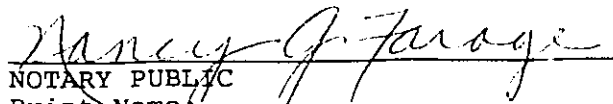
IN WITNESS WHEREOF, we have executed these Articles of Amendment this 9th day of February, 1996.



GARY SMITH, Sole Shareholder
Sole Director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 9th day of February, 1996, by Gary Smith, the Sole Shareholder of GMS Medical, Inc., a Florida corporation, on behalf of the corporation. Gary Smith is personally known to me or ~~did produce~~ as identification and did take an oath.


NOTARY PUBLIC
Print Name: _____
My commission expires: _____



NANCY Q. FARAGO
My Commission CC280506
Expires May 27, 1997
TALLAHASSEE, FLORIDA
TEL: 904-937-8778

P95000060188

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAMBRIDGE MEDICAL SERVICES, INC., a Florida corporation, document
number P95000069452

CHIROPRACTIC SERVICES, INC., a Florida corporation, document number
P95000060185

INTO

CENTER FOR SPINE AND PAIN THERAPY, INC., a Florida corporation,
P95000060138

File date: February 16, 1996

Corporate Specialist: Karen Gibson

P95000060188

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-6603
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 173027
TAMPA, FLORIDA 33617-0027

February 15, 1996

BY FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
Room 202, North Monroe
Tallahassee, FL 32310-8047

Re: Articles of Merger of Cambridge Medical Services, Inc.
and Chiropractic Services, Inc. into Center for Spine
and Pain Therapy, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Merger of Cambridge Medical Services, Inc. and Chiropractic Services, Inc. into Center for Spine and Pain Therapy, Inc. Please file the original Articles and return a certified copy to me.

Also enclosed is a check in the amount of \$157.50, representing the merger fee of \$35.00 per party and certified copy fee of \$52.50.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact my office by telephone.

Sincerely yours,

Nancy G. Farage
NANCY G. FARAGE

NGF:llv
Enclosures

ARTICLES OF MERGER OF
CAMBRIDGE MEDICAL SERVICES, INC.
AND CHIROPRACTIC SERVICES, INC.
INTO
CENTER FOR SPINE AND PAIN THERAPY, INC.

96 FEB 16 11:12
FILED

THE UNDERSIGNED Corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes Section 607.1101.

1. The names and jurisdictions of incorporation of all the parties to the merger are the following:

<u>Name and Jurisdiction</u>	<u>Jurisdiction of Incorporation</u>
Cambridge Medical Services, Inc.	Florida
Chiropractic Services, Inc.	Florida
Center for Spine and Pain Therapy, Inc.	Florida

This merger is permitted by the laws of the State of Florida.

2. The surviving Corporation of the merger is "Center For Spine And Pain Therapy, Inc."

3. The Plan of Merger attached to these Articles of Merger as Exhibit "A" was approved in the name of and on behalf of each of the parties to the merger and by the shareholders.

4. The Plan of Merger was adopted by the Board of Directors of Center for Spine and Pain Therapy, Inc. and the shareholders of each party, in accordance with Florida Statutes.

5. It shall be effected on February 15, 1996.

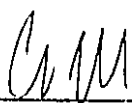
6. The number of outstanding shares of stock in Cambridge Medical Services, Inc. and Chiropractic Services, Inc. shall be cancelled.

7. The surviving Corporation of the merger is to be governed by the laws of the State of Florida.


8. The mailing of the Plan of Merger to the shareholder of the corporations was waived by the sole shareholder.

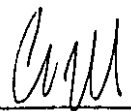
Signed this 13th day of February, 1996.


Cambridge Medical Services, Inc. Chiropractic Services, Inc.

By: 
Gary Smith, President

Center for Spine and Pain
Therapy, Inc.

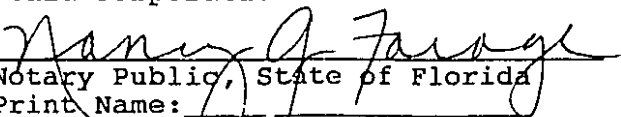
By: 
Gary Smith, President

By: 
Gary Smith, President


Gary Smith, Sole Shareholder of
Cambridge Medical Services,
Inc., Chiropractic Services,
Inc. and Center for Spine and
Pain Therapy, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Gary Smith, President of Cambridge Medical Services, Inc., who is personally known to me ~~or who has produced~~ as identification, and who did ~~(did not)~~ take an oath, and he acknowledged executing the foregoing Articles of Merger pursuant to the authority vested in him by said corporation.


Notary Public, State of Florida
Print Name:
My Commission Expires:

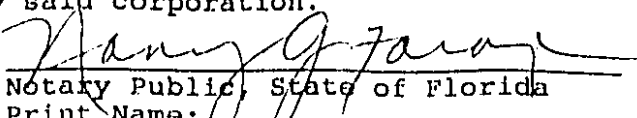
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

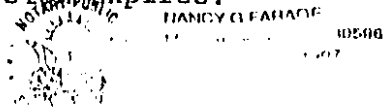
Before me, the undersigned authority, personally appeared Gary Smith, President of Chiropractic Services, Inc., who is personally known to me ~~or who has produced~~ as



NANCY G. FARNAGE
My Commission CC280996
Expires May. 27, 1997
Bonded by ANB
800-852-5878

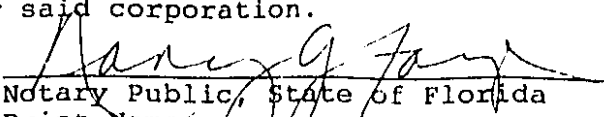
Identification, and who did (did not) take an oath, and he acknowledged executing the foregoing Articles of Merger pursuant to the authority vested in him by said corporation.

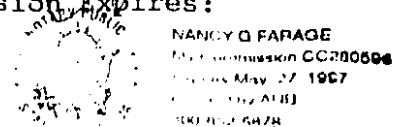

Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

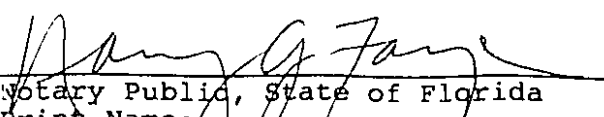
Before me, the undersigned authority, personally appeared Gary Smith, President of Center for Spine and Pain Therapy, Inc., who is personally known to me or who has produced _____ as identification, and who did (did not) take an oath, and he acknowledged executing the foregoing Articles of Merger pursuant to the authority vested in him by said corporation.

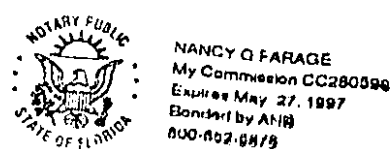

Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Gary Smith, Sole Shareholder of Cambridge Medical Services, Inc., Chiropractic Services, Inc. and Center for Spine and Pain Therapy, Inc., who is personally known to me or who has produced _____ as identification, and who did (did not) take an oath.


Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____



PLAN OF MERGER DATED FEBRUARY 13, 1996 BETWEEN
CENTER FOR SPINE AND PAIN THERAPY, INC. (SURVIVING CORPORATION)
AND CAMBRIDGE MEDICAL SERVICES, INC.
AND CHIROPRACTIC SERVICES, INC. (ABSORBED CORPORATIONS)

WHEREAS, CENTER FOR SPINE AND PAIN THERAPY, INC. is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, CAMBRIDGE MEDICAL SERVICES, INC. and CHIROPRACTIC SERVICES, INC. are corporations organized and existing under the laws of the State of Florida; and

WHEREAS, CENTER FOR SPINE AND PAIN THERAPY, INC., CAMBRIDGE MEDICAL SERVICES, INC. and CHIROPRACTIC SERVICES, INC. each has a capitalization of 100 shares of common stock which shares are all issued, outstanding and owned by Gary Smith; and

WHEREAS, the Boards of Directors of the three Corporations and the Sole Shareholder of all of the Corporations deem it desirable and in the best business interest of the Corporations and their Shareholders that CAMBRIDGE MEDICAL SERVICES, INC. and CHIROPRACTIC SERVICES, INC. be merged into CENTER FOR SPINE AND PAIN THERAPY, INC. pursuant to the provisions of the Florida General Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the Corporations hereto agree as follows:

1. Merger. CAMBRIDGE MEDICAL SERVICES, INC. and CHIROPRACTIC SERVICES, INC. (collectively the "Absorbed

Corporations") shall merge with and into CENTER FOR SPINE AND PAIN THERAPY, INC., which shall be the Surviving Corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporations shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities and all of the property, real, personal and mixed, of the Absorbed Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporations, and neither the rights of creditors nor any liens on the property of the Absorbed Corporations shall be impaired by the merger.

3. Conversion of Shares. The shares of the Absorbed Corporations shall be cancelled on the effective date of the merger.

4. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. Changes in By-Laws. The By-Laws of the Surviving Corporation shall continue to be its By-Laws following the effective date of the merger.

6. Directors and Officers. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the Directors and Officers of the Surviving Corporation

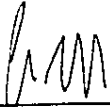
for the full unexpired term of their offices and until their successors have been elected or appointed and qualified.


7. Approval by Shareholder. This Plan of Merger has been submitted for the approval of the Shareholder of the Corporations and has been approved by the Shareholder.

8. Effective Date of the Merger. The effective date of this merger shall be February 15, 1996.


EXECUTED on behalf of the parties by their officers pursuant to the authorization of their respective Boards of Directors on the date first above written.

Cambridge Medical Services, Inc. Chiropractic Services, Inc.


By: 
Gary Smith, President

By: 
Gary Smith, President

Center for Spine and Pain
Therapy, Inc.

By: 
Gary Smith, President

APPROVED by Gary Smith, the Sole Shareholder of Cambridge Medical Services, Inc., Chiropractic Services, Inc. and Center for Spine and Pain Therapy, Inc.


Gary Smith