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DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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August 22, 1995

PERSONAL & CONFIDENTIAL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
55 AUG 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Peter R. Preganz, M.D., P.A.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation. Also enclosed is our firm check for \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

1s
Enclosures

cc: Peter R. Preganz, M.D.

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ARTICLES OF INCORPORATION
OF
PETER R. PREGANZ, M.D., P.A.

FILED
95 AUG 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be Peter R. Preganz, M.D., P.A. The principal office and mailing address for this corporation shall be 499 South Elliott Avenue, Sanford, Florida 32771.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment,

and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be Peter R. Preganz, M.D., whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 499 South Elliott Avenue, Sanford, Florida 32771.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida, and shall exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Peter R. Preganz, M.D.	499 South Elliott Avenue Sanford, Florida 32771

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation.

Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Peter R. Preganz, M.D.	499 South Elliott Avenue Sanford, Florida 32771

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 14th day of August, 1995.

Peter R. Preganz, M.D. (SEAL)
Peter R. Preganz, M.D.

Having been named Registered Agent for the above corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the obligations of Section 607.0505 of the Florida Statutes.

Signature: Peter R. Preganz, M.D.
Peter R. Preganz, M.D.

Dated this 14th day of August, 1995

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DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
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WRITER'S DIRECT DIAL
(407) 428-5107

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*****37.50 *****87.50

June 20, 1996

VIA OVERNIGHT FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Peter R. Preganz, M.D., P.A.

Gentlemen:

Enclosed are the original and one copy of Articles of Amendment to the Articles of Incorporation for the above corporation, changing its name to "Pain Management Medicine, P.A.," together with our check in the amount of \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy. Your records will reflect that this name is reserved for use by our client through June 22, 1996.

Once the Articles of Amendment have been filed, please return the certified copy to the undersigned at the above address. Thank you for your assistance.

Sincerely yours,

Susan C. Pierdominici

Susan C. Pierdominici, Legal
Assistant to Robert W. Mead, Jr.

/scp
Enclosures

cc: Peter R. Preganz, M.D.

N. HENDRICKS JUN 26 1996

Amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PETER R. PREGANZ, M.D., P.A.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida professional service corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

The Shareholder and Director of the corporation approved and adopted a resolution amending Article I of the corporation's Articles of Incorporation at a special joint meeting of the Shareholders and Directors held on May 31, 1996, specifically called for that purpose. The following is a true and correct copy of that resolution:

FURTHER RESOLVED, that Article I of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

**ARTICLE I - NAME AND PRINCIPAL
OFFICE OF CORPORATION**

The name of this corporation is **Pain Management Medicine, P.A.** The principal office and mailing address for this corporation is 360 Evansdale Road, Lake Mary, Florida 32746.

The effective date of this amendment to the corporation's Articles of Incorporation will be the date these Articles of Amendment are filed with the Secretary of State of the State of Florida.

DATED this 31 day of May, 1996.

PETER R. PREGANZ, M.D., P.A.

By: *Peter R. Preganz*

Peter R. Preganz, M.D., President, Sole Director and
Sole Shareholder