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96 JUN 25 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

EFFECTIVE DATE

6-19-96

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

PAIN CENTERS OF FLORIDA INC.

SUBJECT: _____

(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation
and a check in the amount of \$ 70.00

From: Steven T. Everett
780 NE. 69th Street., #1603
Miami, Florida 33138

PH/26/96
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Steven T. Everett
780 NE. 69th Street #1603
Miami, Florida 33138

19 June 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Please find enclosed a check in the amount of \$ 70.⁰⁰ dollars and no cents. This payment is made in order to reserve a corporate name.

The name of the corporation is Pain Centers of Florida Inc. I understand that I have _____ days to complete the incorporation process.

Thank you for your assistance.

Sincerely,



Steven T. Everett
Agent

**ARTICLES OF INCORPORATION
OF**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name and address of the corporation is

Pain Centers of Florida Inc.,

780 N E 69th Street Suite # 1603
Miami, Florida 33138

6-19-96

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00

(One dollar) per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is :

780 NE 69th Street., Suite #1603
Miami, Florida 33138

The name of the initial registered agent of this corporation at that address is:

Steven T. Everett

Article VI

Directors

(a) Number. This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of Directors of the Corporation are:

Name

Street Address

FILED

Steven T. Everett
Marc C. Baron

780 NE 69th Street, #1603, Miami, Florida 33138
8610 NE 10th Ct, Miami, Florida 33138

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(c) Compensation. The board of Directors is hereby specifically authorized to make provisions compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Directors.

Article VIII
Incorporator

The name and street address for this corporation is :

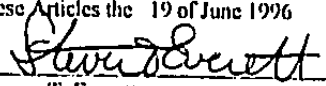
Steven T. Everett
780 NE 69th Street, #1603
Miami, Florida 33138

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 19 of June 1996

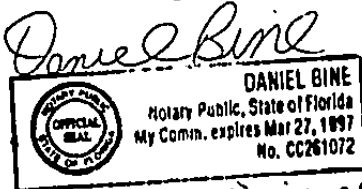

Steven T. Everett

STATE OF Florida)

) ss:

COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 19th day of June, 1996 by Steven T. Everett.



ID = Florida Drivers License

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

Pain Centers of Florida Inc., desiring to organize or qualify under the laws of the State of Florida with its principle place of business at the City of Miami, State of Florida, has named Steven T. Everett, located at 780 NE. 69th Street Suite #1603, Miami, Florida 33138 as its agent to accept service of process within Florida.

Steven T. Everett

Steven T. Everett
Incorporator

Dated: 19 June 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Steven T. Everett

Steven T. Everett
Registered Agent

Dated: 16 June 1996