

99600006/581

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 600
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS P.O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835 1500
FACSIMILE (407) 830 4330

RECEIVED
JUL 23 1996
FILING

JAMES A. FARRELL
(407) 850-8530

July 19, 1996

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: **Pain Management of Florida, Inc.**

000001900650
-07/22/96--01061--009
****122.50 ****122.50

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

J.A.F.
James A. Farrell

7/24/96
J.B.

Enclosures

cc: Robert Stiefel, M.D.
Marc Levine, M.D.

WPB95 23024

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1000 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-3120 661 0769
FACSIMILE 011-3120 612-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
11 OCEAN REEF DRIVE
SUITE 4206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33087
TELEPHONE (305) 367-2801

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8HE ENGLAND
TELEPHONE 011-44171-493-4840
FACSIMILE 011-44171-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-0841
FACSIMILE (305) 381-9902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8116

**ARTICLES OF INCORPORATION
OF
PAIN MANAGEMENT OF FLORIDA, INC.**

NOV 13 1983
11 13 1983

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act,
the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be Pain Management of Florida, Inc. (the
"Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 2340 West Silver Palm Road, Boca Raton,
Florida 33432.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through
physicians practicing in pain management and for providing medical and surgical services to
members of the public, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is Suite 500, 250 S. Australian Ave., W. Palm Beach, Florida 33401, and the name of the registered agent of this Corporation at that address is James A. Farrell, Esq.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names of the initial directors of this Corporation are:

M. Levine, M.D.

R. Smith, M.D.

R. Stiefel, M.D.

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable

belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

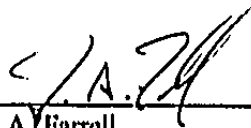
3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporator

The name and address of the person signing these Articles is as follows: James A. Farrell



James A. Farrell
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 19th DAY OF JULY, 1996.

J.A. Farrell

James A. Farrell
(Registered Agent)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

FILED
JUL 22 PM 3:43
CLERK OF COUNTY COMMISSIONERS
PALM BEACH COUNTY, FLORIDA

The foregoing instrument was acknowledged before me this 19 day of July, 1996, by James A. Farrell, as Incorporator of Pain Management of Florida, Inc., a corporation, to me well known and whom did not take an oath.

Carol A. Maletta

Sign Name

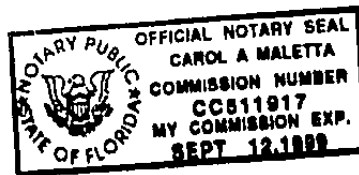
CAROL A. MALETTA

Print Name

Notary Public, State and County aforesaid

(NOTARY SEAL)

My commission expires:



P96000061581

Robert Stiefel, M.D.
300 NW 5th Street Suite 312
Okeechobee, FL 34972
Phone 841-763-7016

FILED
96 SEP 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 23, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900001957959
-09/26/96--01058--018
*****43.75 *****43.75

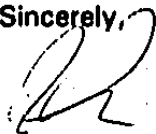
Dear Sirs:

Attached hereto please find an originally executed copy of an Amendment to the Articles of Incorporation changing the corporation name from Pain Management of Florida, Inc. to Pain Treatment Specialists, Inc.

Further, enclosed please find our check in the amount of \$43.75 made payable to the Florida Department of State to process this request. Included in the fee is \$8.75 for a Certificate of Status.

Thank you for your prompt attention to this matter.

Sincerely,



Robert Stiefel, M.D.

enclosures

N/c

VS OCT 2 1996

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

FILED
96 SEP 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pain Management of Florida, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida, DOES HEREBY CERTIFY:

On September 1, 1996, by unanimous consent of the shareholders, the name of the corporation was changed from Pain Management of Florida, Inc. to Pain Treatment Specialists, Inc. The effective date of this change is September 1, 1996.

Signed this 1st day of September, 1996.



Robert Stiefel, M.D., President

P96000061581

STATE OF FLORIDA OFFICE OF THE COMPTROLLER APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred. Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money."

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Robt. Stiefel, M.D. EIN or SS#: _____

Address: 300 NW 5TH Street, Suite 312
Okeechobee, FL 34972

Amount: \$43.75 Date Paid _____

Reason for claim: No longer wishes to file document for PAIN MANAGEMENT OF FLORIDA, INC.

Doc. # P96000061581** Darlene Cornell
Amendment Section _____

Certified true and correct this 4th day of October, 1996.

Signature _____ See attached

* Must be completed if authority is other than Section 215.26, Florida Statutes.

Pay Agency Use Only

Agency has received approval of check from the Florida Department of Banking Regulation in accordance with Section 215.26, Florida Statutes, and the Florida Department of Banking Regulation has issued a check to the State Treasury, Florida Department of Banking Regulation, and the State Treasury.

Name of Account: _____
452021300014530000000922002000

Statutory Authority for Collection: _____

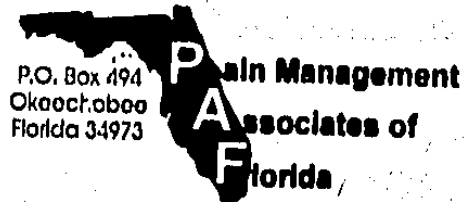
It is requested that payments be made from the _____.

NAME OF ACCOUNT: _____
452021300014530000000922002000

Certified true and correct this _____ day of _____, 19____.

Department of State, Division of Comptroller
(Agency) (Authorized Signature and Title)

Robert Stiefel, M.D.
300 NW 5th Street Suite 312
Okeechobee, FL 34972



P.O. Box 494
Okeechobee
Florida 34973

September 12, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

400001948634
-09/17/96--01045--017
*****43.75 *****43.75

Dear Sirs:

Attached hereto please find an originally executed copy of an Amendment to the Articles of Incorporation changing the corporation name from Pain Management of Florida, P.A. to Pain Treatment Specialists, P.A.

Further, enclosed please find our check in the amount of \$43.75 made payable to the Florida Department of State to process this request. Included in the fee is \$8.75 for a Certificate of Status.

Thank you for your prompt attention to this matter.

Sincerely,

Robert Stiefel, M.D.

enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1996

ROBERT STIEFEL, M.D.
PAIN MANAGEMENT ASSOCIATES OF FLORIDA
P. O. BOX 494
OKEECHOBEE, FL 34973

SUBJECT: PAIN MANAGEMENT OF FLORIDA, INC.
Ref. Number: P96000061581

We have received your document for **PAIN MANAGEMENT OF FLORIDA, INC.** and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

When changing the name of a corporation filed pursuant to chapter 607, Florida Statutes, to that of a professional service corporation filed pursuant to chapter 621, Florida Statutes, the nature of business must also be added or changed to specifically indicate what type of professional service the corporation will be rendering.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 496A00043671

Robert Stiefel, M.D.
300 NW 5th Street Suite 312
Okeechobee, FL 34972
Phone 941-763-7015

September 26, 1996

Darlene Connr
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Ref # P96000061581
Letter# 496A00043671

Dear Ms. Connell:

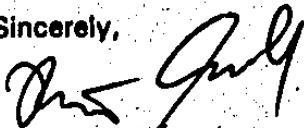
Attached please find a copy of your letter of September 23 in response to our request for a name change of our corporation. We wish to void this specific request, since the corporation name was submitted incorrectly.

Please refund our check in the amount of \$43.75.

(Prior to receipt of your letter, we submitted a new, correct request with an additional check.)

Thank you for your prompt attention to this matter.

Sincerely,



Robert Stiefel, M.D.
President

enclosures