

P96000065047

250 International Parkway
Suite 200
Hearthrow, Florida 32746
(407) 829-2000
(407) 829-2222 fax

August 1, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600001911756
-08/02/96--01061--016
****122.50 ****122.50

RE: Universal Pain Technology, Inc.

Ladies/Gentlemen:

Enclosed please find our check in the amount of \$122.50 made payable to the Secretary of State along with the Articles of Incorporation for Universal Pain Technology, Inc., for filing with your office.

Should you have any questions, please feel free to contact our office at (407) 829-2000. Your prompt attention is greatly appreciated.

Sincerely,

Cynthia Faulk
Cynthia Faulk

Enclosures

AL JUL 25 1996

FILED
96 AUG -2 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIVERSAL PAIN TECHNOLOGY, INC.

FILED
96 AUG -2 PM 3:03
CLERK OF COURT
JULIA

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation in accordance with Chapter 607 Fla. Stat. (1989) for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

UNIVERSAL PAIN TECHNOLOGY, INC.

(the "Corporation"), and its initial address shall be:

250 International Parkway, Suite 200
Heathrow, Florida 32746

ARTICLE II

PERIOD OF DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND POWERS

The purposes for which the Corporation is organized are:

(a) To, seek, investigate, acquire interests in, and dispose of business opportunities, ventures, and assets; to own and operate any lawful enterprise; and, to acquire, hold, and dispose of tangible or intangible personal property;

(b) To acquire by purchase or otherwise, own, hold, lease, rent, mortgage, or otherwise, to trade with and deal in real estate, lands, and interests in lands, and all other property of every kind and nature;

(c) To acquire, sell and otherwise dispose of or deal in stock, bonds, mortgages, securities, notes, and commercial paper for corporations and individuals;

(d) To borrow money and to execute notes and obligations and security contracts therefor, and to lend any of the monies or funds of the Corporation and to take evidence of indebtedness therefor, and also to negotiate loans; to carry on general mercantile and merchandise business; and to purchase, sell, and deal in such goods, supplies, and merchandise as are necessary or desirable in connection therewith;

(e) To guarantee the payment of dividends or interest on any other contract or obligation of any corporation whenever proper or necessary for the business of the Corporation in the judgment of its directors;

(f) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers therein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, with all the powers hereafter conferred by the laws under which this Corporation is organized; and

(g) To conduct any lawful business for which a corporation may be organized under the laws of the United States or the State of Florida.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class</u> <u>of Stock</u>
100	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (real or personal), labor or services actually performed in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be at:

250 International Parkway, Suite 200
Heathrow, Florida 32746

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

CYNTHIA FAULK

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have at least one Director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Board of Directors.

ARTICLE VII

NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
John Frankum	Director	250 International Parkway, Suite 200 Heathrow, Florida 32746

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporation is:

CYNTHIA FAULK
250 International Parkway, Suite 200
Heathrow, Florida 32746

ARTICLE IX

CONFLICTS 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 the 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 to otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm 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, 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 no such a director or officer of such other corporation, or not so interested.

ARTICLE X

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS/LIMITATION OF LIABILITY

This Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

A director shall not be personally liable for monetary damages to the corporation or any other person to the full extent provided by Sec. 607.0831 of the Florida Business Corporation Act as now existing or hereafter amended, and including any successor or replacement provision thereto.

IN WITNESS WHEREOF, the undersigned, being the incorporation hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of August, 1996.

Cynthia Faulk
CYNTHIA FAULK,
Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and
take acknowledgments, personally appeared:

CYNTHIA FAULK

to me known to be the person described in and who executed the foregoing Articles of
Incorporation, and she acknowledged to me that she executed the same for the purposes
therein set forth and did not take an oath.

WITNESSED, my official hand and seal this 1st day of August,
1996.

My Commission Expires:



AUDREY MCMAHON
My Commission CC479138
Expires Jul. 10, 1999
Bonded by ANH
800 462-6878

Audrey McMahon
NOTARY PUBLIC
State of Florida
at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAME AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida the following is submitted:

First, that:

UNIVERSAL PAIN TECHNOLOGY, INC.

desires to organize under the laws of the State of Florida has named:

CYNTHIA FAULK

250 International Parkway, Suite 200, City of Heathrow, County of Seminole, State of
Florida, as it's statutory registered agent.

Having been named the statutory agent of the above corporation at the place
designated in this certificate, I hereby accept the same and agree to act in this capacity,
and agree to comply with the provisions of Florida law relative to keeping the registered
office open.

DATED this 18 day of August, 1996.

Cynthia Faulk
CYNTHIA FAULK
Registered Agent



AUDREY MCMAHON
My Commission CC479138
Expires Jul. 10, 1999
Bonded by ANB
800-852-5878

Audrey McMahon