

P. 960000 89519

LORETTA WADE
BUSINESS & TAX SERVICES
123 E. Chapman Road
Lutz, FL 33549
(813) 962-0684

October 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-10/29/96--01126--013
*****78.75 *****78.75

Dear Sirs:

Enclosed are the Articles of Incorporation of
PAIN MANAGEMENT AND REHABILITATION, INC.

A check in the amount of \$78.75 to cover the following breakdown
is enclosed: Filing Fees \$35.00, Registered Agent \$35.00 and
Certificate-Under-Seal \$8.75.

Please forward all correspondence on this matter to the above
address.

Sincerely,

Loretta Wade
Loretta Wade

Enclosures:
Articles of Incorporation
Check # 570

FILED
OCT 28 AM 9:02
TALLAHASSEE, FLORIDA

84 OCT 30 1996

ARTICLES OF INCORPORATION
OF
PAIN MANAGEMENT AND REHABILITATION, INC.

FILED
JUL 23 1962
TALLAHASSEE
FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is PAIN MANAGEMENT AND REHABILITATION, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

To engage in Medical Services including Consultations, Diagnosis, Testings, Treatments, Pain Management and General Rehabilitation and to transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation, can be advantageously carried on in connection with any lawful purpose or business endeavor that the corporation may elect to undertake.

To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500) shares of stock having a par value of ONE DOLLAR (\$1.00). All shares of stock shall be designated as common shares.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 18605 Avenue Monaco, Lutz, FL 33549 (the address of the principal office and its mailing address is the same). The name and street address of the initial registered agent of this corporation is EMMANUEL G. ACOSTA, 18605 Avenue Monaco, Lutz, FL 33549.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The board of directors of the corporation shall consist of two (2) members, initially. The number of directors may be increased from time to time as provided for in the By-Laws. The initial directors shall be as follows:

Emmanuel G. Acosta
18605 Avenue Monaco
Lutz, FL 33549

Amada Acosta
18605 Avenue Monaco
Lutz, FL 33549

ARTICLE VII. INCORPORATORS

The name and street address of the incorporators of the Articles of Incorporation are:

Emmanuel G. Acosta
18605 Avenue Monaco
Lutz, FL 33549

Amada Acosta
18605 Avenue Monaco
Lutz, FL 33549

ARTICLE VIII. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, The undersigned Incorporators have executed these Articles of Incorporation for the uses and purposes herein stated this 22nd day of October, 1996.

Emmanuel G. Acosta
Incorporator & Registered Agent
EMMANUEL G. ACOSTA
18605 Avenue Monaco
Lutz, FL 33549

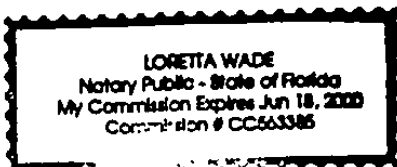
Amada Acosta
Incorporator
AMADA ACOSTA
18605 Avenue Monaco
Lutz, FL 33549

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared EMMANUEL G. ACOSTA and AMADA ACOSTA, as incorporators, who have produced Florida driver licenses as identification, and who executed the foregoing Articles of Incorporation.

WITNESSED MY HAND and official seal at Lutz, Hillsborough County, Florida this 22nd day of October, 1996.

Loretta Wade
Notary Public, State of Florida
My Commission Expires: _____
My Commission Number: _____




CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITH THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted:

That PAIN MANAGEMENT AND REHABILITATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Lutz, County of Hillsborough, State of Florida, has named EMMANUEL G. ACOSTA as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this act relative to keeping open said office.

REGISTERED OFFICE ADDRESS:
18605 Avenue Monaco
Lutz, FL 33549


Registered Agent
EMMANUEL G. ACOSTA
18605 Avenue Monaco
Lutz, FL 33549

Dated 10/22/96

FILE
TALLAHASSEE, FLORIDA
OCT 23 AM 9:02