

P97000000807

Steve Andrews

(Requestor's Name)

822 North Monroe

(Address)

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(Address)

(City/State/Zip/Phone #)



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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

N.C.

C. Guillote MAY 13 2003

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF MEDICAL REHABILITATION SPECIALISTS II, P.A.**

FILED  
03 MAY 13 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MEDICAL REHABILITATION SPECIALISTS II, P.A., (the "Corporation"), a corporation organized and existing under the Florida Professional Service Corporation Act, does hereby certify that the Sole Shareholder and Director of the Corporation adopted the resolutions set forth below, on May 13, 2003, which resolutions are in full force and in effect as of the date hereof.

**WHEREAS**, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

**WHEREAS**, the Sole Director and Shareholder of the Corporation, by action of consent (resolution) on May 13, 2003, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

**NOW THEREFORE IT IS RESOLVED**, that:

1. Article I of the Articles is hereby amended to reflect that the name of the Corporation is hereby changed to MEDICAL REHABILITATION SPECIALISTS II, INC.
2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

The foregoing was authorized by the Sole Director and Shareholder of the Corporation by written consent effective May 13, 2002.

IN WITNESS WHEREOF, Medical Rehabilitation Specialists II, Inc. through its designated officer has caused this Certificate to be duly executed in its corporate name as of May 13, 2003

**MEDICAL REHABILITATION SPECIALISTS II, INC.**

By: Kirk J. Mauro  
Kirk J. Mauro, M.D. Sole Shareholder and Director / P.C.S.

STATE OF FLORIDA     )  
                                  )  
COUNTY OF \_\_\_\_\_)

On this 13<sup>th</sup> day of May 2003, before me, a Notary Public in and for the State and County aforesaid, personally appeared Kirk D. Mauro, M.D., who either is known to me personally or who supplied \_\_\_\_\_ as identification, acknowledged to the fact that he is the Sole Shareholder and Director of MEDICAL REHABILITATION SPECIALISTS II, INC., and that he executed as said officer the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

  
NOTARY PUBLIC

Notary Public Commission expires:  
[Notarial Seal]

Heath A. Demoncourt  
MY COMMISSION # DD184373 EXPIRES  
February 25, 2007  
BONDED THROUGH TROY FARM INSURANCE, INC.



**ARTICLES OF MERGER**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), MEDICAL REHABILITATION SPECIALISTS II, Inc., a Florida corporation, Corporation File No. \_\_\_\_\_ ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY IV, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved in compliance with the laws of the state under which it is organized and adopted by all of the shareholders and all of the directors of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation (the "Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 13<sup>th</sup> day of May, 2003.

**MEDICAL REHABILITATION SPECIALISTS  
II, Inc., a Florida corporation**

By: Kirk Mauro  
Kirk Mauro, President

**PAINCARE ACQUISITION COMPANY IV,  
INC., a Florida corporation**

By: Mark Szporka  
Mark Szporka, CEO