

P970000/3369

Accounting Center
for Small Business, Inc.
814 Old Barn Rd.
Orlando, FL 32825

January 20, 1997

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-01/28/97--01077--008
***131.50 ***131.50

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

SUBJECT: CLINICAL PAIN MANAGEMENT, INC.

Enclosed please find the original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$131.50 for the filing fee, registered Agent fee and other corporate fee.

FROM: Accounting Center for Small Business, Inc.
Evelyn Rivera
814 Old Barn Rd.
Orlando, FL 32825

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 11 PM 12:59

610-609-
WPT-2497

2/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 11 PM 12:59

January 31, 1997

ACCOUNTING CENTER FOR SMALL BUSINESS INC.
ATTN: EVELYN RIVERA
814 OLD BARN ROAD
ORLANDO, FL 32825

SUBJECT: CLINICAL PAIN MANAGEMENT, INC.
Ref. Number: W97000002497

We have received your document for CLINICAL PAIN MANAGEMENT, INC. and your check(s) totaling \$131.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

The designation of the registered agent must be at a Florida street address.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00005203

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 11 PM 12:59

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the Corporation shall be:
CLINICAL PAIN MANAGEMENT, INC.

ARTICLE - II

The Corporation shall have perpetual existence.

ARTICLE - III

The general purpose of the business to be transacted by this Corporation is:

- A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.
- B. To engage in every phase and aspect of sales & rental home care medical equipment.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE - IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1215 Seminola Blvd. Suite 101
Casselberry, FL 32707-5935

The principal place of business mailing address:

P.O. Box 300609
Fern Park, FL 32730-0609

ARTICLE - V - CAPITAL STOCK

This corporation is authorized to have 1,000 shares of \$10.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Mr. Jorge Lorenz, 419 BARRYWOOD LANE, CASSELBERRY FL 32707.

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Jorge Lorenz
P.O. Box 300609
Fern Park, FL 32730-0609

ARTICLE - VIII - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, and stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of
Florida, this 20 day of January, 1997.

Jorge Lorenz - President
Signature/Title

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared Jorge Lorenz,
acknowledged that they executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 20 day of January, 1997.

Maria R. Lasz
MARIA R. LASA
Notary Public - State of Florida
COMM. # CC 610314

My commission expires:



Maria R. Lasz
My Commission C0610314
Expires December 20, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 11 PM 12:59

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

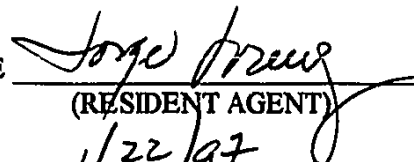
1 - The name of the corporation is: **CLINICAL PAIN MANAGEMENT, INC.**

2 - The name and address of the registered agent and office is:

Jorge Lorenz
419 Barrywood Lane
Casselberry, FL 32707

SIGNATURE 
(CORPORATE OFFICER)
TITLE PRESIDENT
DATE 1/22/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(RESIDENT AGENT)
DATE 1/22/97