

2/13/97

FLORIDA DIVISION OF CORPORATIONS
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(((H970000002627 2)))

TO: DIVISION OF CORPORATIONS

FROM: ADORNO & ZEDER, P.A.
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Fax on file
09533.001

NAME: PAIN SOLUTIONS HEALTH SYSTEMS, INC.

AUDIT NUMBER.....H97000002627

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Adorno & Zeder
2/14/97

SENT BY:

2-13-97 : 1:01PM :

ADORNO ZEDER-

ARTICLES OF INCORPORATION
OF
PAIN SOLUTIONS HEALTH SYSTEMS, INC.

HS706002627

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Pain Solutions Health Systems, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

150 S.W. 12th Avenue
2nd Floor
Pompano Beach, Florida 33069

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$01 per share.

ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Dr. Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133.

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-5535

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HS706002627

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on January 27, 1997.

AZ REGISTERED AGENT CORPORATION,
Incorporator

By: Justin T. Wilson
Justin T. Wilson, Secretary

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

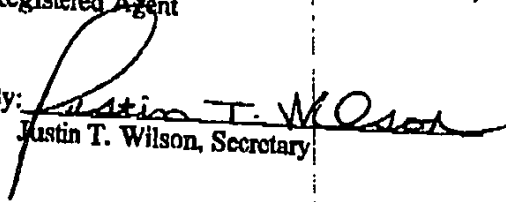
Pain Solutions Health Systems, Inc.

2. The name and address of the Registered Agent and the Registered Office is:

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Pain Solutions Health Systems, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: January 27, 1997

AZ REGISTERED AGENT CORPORATION,
Registered Agent

By: 
Justin T. Wilson, Secretary

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TALLAHASSEE, FLORIDA

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