

JOHN F. TOLSON, JR.
ATTORNEY AT LAW
2301 PARK AVENUE, SUITE 406
ORANGE PARK, FLORIDA 32073
(904) 269-0050

REPLY TO:
P. O. BOX 655
ORANGE PARK, FL 32067-0655

February 27, 1997

FAX
(904) 264-1714

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: FLORIDA PAIN & ANESTHESIA CONSULTING, INC.

Gentlemen:

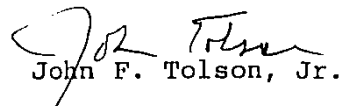
Enclosed, please find original Articles of Incorporation for the above corporation and my trust account check in the amount of \$70.00, to cover the costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent.

I have also enclosed one copy of the Articles of Incorporation which I would appreciate your date stamping and certifying as a copy of original filed and returning to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,


John F. Tolson, Jr.

JFT, Jr./njp
encls.

cc: Mr. Harold E. Gear
Ms. Cathy Abramowitz

B:\JSEC-BTA, FLORIDA

EFFECTIVE DATE
3-7-97
FEB 28 AM 12:23

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-02/28/97--01106--0015
*****70.00 *****70.00



ARTICLES OF INCORPORATION
OF
FLORIDA PAIN & ANESTHESIA CONSULTING, INC.

97 FEB 28 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

FLORIDA PAIN & ANESTHESIA CONSULTING, INC.

EFFECTIVE DATE
3-2-97

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

12689 San Jose Blvd.
Jacksonville, FL 32223

Mailing Address

12689 San Jose Blvd.
Jacksonville, FL 32223

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 10,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$.10. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850

ARTICLE OF INCORPORATION
FLORIDA PAIN & ANESTHESIA CONSULTING, INC.
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ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Such rights shall extend to shares issued for any purpose, including all purposes otherwise exempted under provisions of Florida Statutes.

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence is March 7, 1997.

ARTICLE VII - Initial Registered Agent and Address

The name and address of the initial registered agent is:

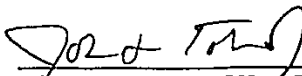
JOHN F. TOLSON, JR.
2301 Park Ave., #406
Orange Park, FL 32073

ARTICLE VIII - Incorporator

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

JOHN F. TOLSON, JR.
2301 Park Ave., #406
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 27th day of February, 1997.



JOHN F. TOLSON, JR.
Incorporator

ARTICLE OF INCORPORATION
FLORIDA PAIN & ANESTHESIA CONSULTING, INC.
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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:

FLORIDA PAIN & ANESTHESIA CONSULTING, INC.

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

JOHN F. TOLSON, JR.
2301 Park Ave., #406
Orange Park, FL 32073

John F. Tolson
JOHN F. TOLSON, JR.
Title: Incorporator
Date: February 27, 1997

FILED
97 FEB 28 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

John F. Tolson
JOHN F. TOLSON, JR.
Date: February 27, 1997