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Jeffrey M. Fine, P.A.
ATTORNEY AT LAW

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November 5, 1997

VIA UPS OVERNIGHT MAIL

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/06/97-01057-004
****122.50 ****122.50

REF: ARTICLES OF INCORPORATION OF INTEGRATED PAIN CARE, INC.

To whom it may concern:

Enclosed herewith please find the following:

1. Executed original and one (1) copy of Articles of Incorporation of Integrated Pain Care, Inc., and
2. Executed original and one (1) copy of Certificate Designating Registered Agent, and
3. Jeffrey M. Fine, P.A. Trust Account check number 5233 payable to the order of the Florida Department of State in the amount of \$122.50.

After filing, please send a certified copy of the Articles of Incorporation in the stamped self-addressed envelope enclosed for your convenience. If you have any questions or need anything further, do not hesitate to contact me.

Sincerely yours,

Jeffrey M. Fine
Jeffrey M. Fine
JMF:mc

*Signed for Mr. Jeffrey M. Fine in his absence
to prevent delay in mailing.*

Enclosures

FILED
97 NOV -6 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW 11-7-97

FILED
91 NOV -6 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
INTEGRATED PAIN CARE, INC.

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 the corporation is Integrated Pain Care, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
10,000,000.00	\$0.001	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 9010 S.W. 117th Street, Miami, 33176, County of Dade, and the name of its registered agent at such address is Jeffrey M. Fine.

PRINCIPAL OFFICE

Jeffrey M. Fine
9010 S.W. 117th Street
Miami, FL 33176


DIRECTORS

Jeffrey M. Fine
9010 S.W. 117th Street
Miami, FL 33176

INCORPORATOR

INDEMNIFICATION

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of November, 1997.


Jeffrey M. Fine, Incorporator

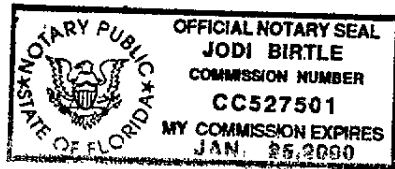
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jeffrey M. Fine, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of November 1997.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Integrated Pain Care, Inc. has named Jeffrey M. Fine, located at 9010 S.W. 117th Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Jeffrey M. Fine hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 5th day of November 1997.

REGISTERED AGENT:

BY: 
Jeffrey M. Fine

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA