

# MEDICAL INDUSTRIES OF AMERICA

P 97000108240

VIA UPS OVERNIGHT MAIL

August 26, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002626741--8  
-08/27/98--01063--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Acquisition Merger of David S. Klein, Inc. MIOA Acquisition Company V, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of MIOA Acquisition Company V, Inc. together with our check made payable to Florida Department of State in the amount of \$87.50. Please file the original and return the certified copy to me at the letterhead address as soon as possible.

Thank you for your attention to this matter.

Sincerely,



E. Nicholas Davis, III  
Senior Vice President  
Legal Affairs

END:mh  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP 21 AM 10:37

FILED

Am Rest Art/NC  
KRG  
9/22

# MEDICAL INDUSTRIES OF AMERICA

September 17, 1998

## VIA AIR BORNE OVERNIGHT MAIL

Ms. Karen Gibson  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: MIOA Acquisition Company V, Inc.  
Your Reference Number: P97000108240

Dear Ms. Gibson:

In accordance with your letter to me dated September 11, 1998 (a copy of which is enclosed), enclosed herewith is the original and one copy of Amended and Restated Articles of Incorporation of MIOA Acquisition Company V, Inc. which reflects the registered agent and registered office now on file with your office.

Please file the original and return the certified copy to me at the letterhead address as soon as possible.

Thank you for your attention to this matter.

Sincerely,



E. Nicholas Davis, III  
Senior Vice President

END:mh  
Enclosures

# MEDICAL INDUSTRIES OF AMERICA

## VIA UPS OVERNIGHT MAIL

September 9, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Merger of David S. Klein, Inc. Into  
MIOA Acquisition Company V, Inc.

Dear Sir or Madam:

In accordance with your letter to me dated September 1, 1998, a copy of which is attached hereto, enclosed is the original and one (1) copy of the Certificate In Respect To Amended And Restated Articles of Incorporation of MIOA Acquisition Company V, Inc., which has been signed by Arthur Kobrin, Secretary of MIOA Acquisition Company V, Inc. I believe this now completes the necessary requirements for filing the enclosed Amended and Restated Articles of Incorporation. Please file the original and return the certified copy to me at the letterhead address as soon as possible.

Thank you for your attention to this matter.

Sincerely,



E. Nicholas Davis, III  
Senior Vice President  
Legal Affairs

END:mh  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 11, 1998

E. NICHOLAS DAVIS III  
MEDICAL INDUSTRIES OF AMERICA  
1903 S. CONGRESS AVE., SUITE 400  
BOYNTON BEACH, FL 33426

SUBJECT: MIOA ACQUISITION COMPANY V, INC.  
Ref. Number: P97000108240

We have received your document for MIOA ACQUISITION COMPANY V, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 198A00046254



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 1, 1998

E. NICHOLAS DAVIS III  
MEDICAL INDUSTRIES OF AMERICA  
1903 S. CONGRESS AVE., SUITE 400  
BOYNTON BEACH, FL 33426

SUBJECT: MIOA ACQUISITION COMPANY V, INC.  
Ref. Number: P97000108240

REC 12 AP  
SEP 08 1998

RECEIVED  
98 SEP 10 PM 1:10  
DIVISION OF CORPORATIONS

We have received your document for MIOA ACQUISITION COMPANY V, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

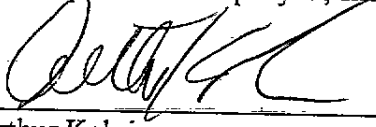
Letter Number: 698A00045145

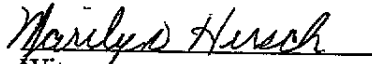
**CERTIFICATE IN RESPECT TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MIOA ACQUISITION COMPANY V, INC.**


The undersigned, as secretary of MIOA Acquisition Company V, Inc. (the "Company"), certifies that (a) the Amended and Restated Articles of Incorporation of the Company that were executed on August 26, 1998 by Paul C. Pershes as the Company's Chief Executive Officer were approved by the unanimous consent of the shareholders of the Company on August 26, 1998; and (b) that Mr. Pershes was authorized to execute and deliver such Amended and Restated Articles to the Secretary of State of the State of Florida for filing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate effective August 26, 1998.

Signed, Sealed and Delivered  
in the Presence of Two  
Subscribing Witnesses:

MIOA Acquisition Company V, Inc.  
By:   
Arthur Kobrin  
Secretary

  
Witness

  
Witness

**FILED**  
98 SEP 21 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MIOA ACQUISITION COMPANY V, INC.

FILED  
98 SEP 21 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby amends and restates its Articles of Incorporation to read as follows:

1. The name of the corporation is hereby changed to VALLEY PAIN CENTERS, INC. Mailing address of the corporation is 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426.
2. The duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized and to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Business Corporation Act, or any substantially similar laws adopted in the future.
4. The maximum aggregate number of shares of common stock, par value of \$.01 per share (the "Common Stock"), that this corporation shall have authority to issue is 1,000,000 shares.
5. The street address of the corporation's registered office and the name of its registered agent at such address is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned, Paul C. Pershes, being the Chief Executive Officer of the corporation, does make these Amended and Restated Articles of Incorporation, hereby declaring and certifying that this is the act and deed of this corporation and, accordingly, have herewith set my hand, this 26<sup>th</sup> day of August, 1998.

MIOA ACQUISITION COMPANY  
V, INC.

By: Paul C. Pershes  
Paul C. Pershes  
Chief Executive Officer