



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 907064 4369500

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 122.50

ORDER DATE : July 28, 1998

ORDER TIME : 1:45 PM

ORDER NO. : 907064-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

800002600978--8

DOMESTIC FILING

NAME: SOUTH FLORIDA PAIN CARE
ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 JUL 28 PM 3:04
DIVISION OF CORPORATION

g/ba/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 AM 9:16

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PAIN CARE ASSOCIATES, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 AM 9:16

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

SOUTH FLORIDA PAIN CARE ASSOCIATES, P.A.

ARTICLE II - NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in the provision of medical services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such medical services through the Corporation's officers and employees; to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Florida Statutes Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of medical services. This Corporation shall not be authorized to engage in any business other than the provision of medical services.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

**ARTICLE IV - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V - BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than one (1) director at any time. The initial director of this Corporation shall be Steven R. Milstein, M.D.

ARTICLE VI - INCORPORATOR

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ira J. Coleman, Esq.	McDermott, Will & Emery Miami Center, 22nd Floor 201 South Biscayne Boulevard Miami, Florida 33131-4336

**ARTICLE VII - INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the

conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

ARTICLE VIII - INDEMNIFICATION

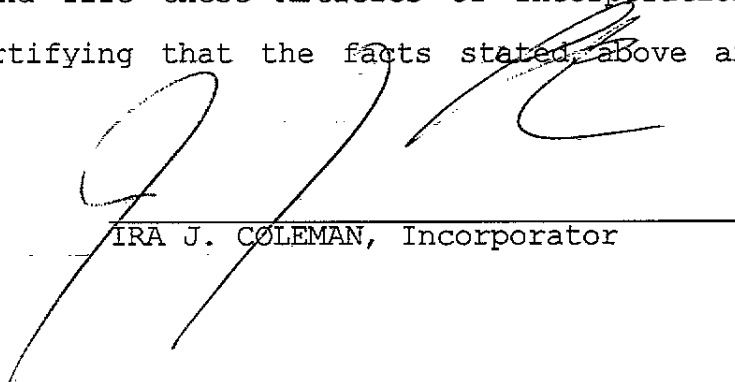
This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

ARTICLE IX - MAILING ADDRESS AND PRINCIPAL OFFICE

The initial mailing address and principal office of this Corporation shall be:

40 N.E. 2nd Avenue
Deerfield Beach, Florida 33441
Attention: Steven R. Milstein, M.D.

THE UNDERSIGNED incorporator, for the purpose of forming a professional service corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated above are true.



IRA J. COLEMAN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS OR HER DUTIES.

DATED THIS 28 DAY OF July, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Ryan
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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