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REFERENCE : 072965 137709A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 21, 1998

ORDER TIME : 9:40 AM

ORDER NO. : 072965-005

600002717236--4

CUSTOMER NO: 137709A

CUSTOMER: Merritt Gardner, Esq
GARDNER WILKES SHAHEEN &
GARDNER WILKES SHAHEEN &
2650 Suntrust Financial Center
401 East Jackson Street
Tampa, FL 33602

DOMESTIC FILING

NAME: GULF COAST PAIN MANAGEMENT,
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: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
GULF COAST PAIN MANAGEMENT, P.A.

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **GULF COAST PAIN MANAGEMENT, P.A.**

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the practice of pain management.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional services corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(d) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at 3890 Tampa Road, Suite 301, Palm Harbor, Florida 34684, but this corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 2650, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Merritt A. Gardner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within

or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE IX

First Board of Directors

The names and street addresses of the sole member of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until her successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Lynne Carr Columbus	2133 Meadow Brook Drive Clearwater, Florida 33759

ARTICLE X

Subscriber

The name and street address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Merritt A. Gardner	401 East Jackson Street Suite 2650 Tampa, Florida 33602

ARTICLE XI

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of

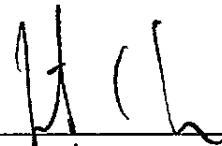
Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, Merritt A. Gardner, the undersigned, has executed these Articles for the uses and purposes therein stated.



Merritt A. Gardner

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, on this 18th day of December, 1998, personally appeared MERRITT A. GARDNER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my and official seal the date aforesaid.

NOTARY PUBLIC:

Sign: *Gretchen Hollander*
Print: Gretchen Hollander
State of Florida at Large
My Commission Expires:



GRETCHEN HOLLANDER
My Commission CC482327
Expires Sep. 15, 1999
Bonded by ANB
800-852-5878

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MERRITT A. GARDNER

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

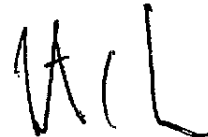
MERRITT A. GARDNER having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson St., Ste. 2650
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of December, 1998.



Merritt A. Gardner