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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 364582 7132640

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : September 3, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 364582-005

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CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 AM 9:21

DOMESTIC FILING

NAME: DOCTOR'S PAIN MANAGEMENT
GROUP OF CLEARWATER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP -3 PM 1:36

RECEIVED

9/7/99

ARTICLES OF INCORPORATION

OF

**DOCTOR'S PAIN MANAGEMENT
GROUP OF CLEARWATER, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Doctor's Pain Management Group of Clearwater, Inc., (the "Corporation"). The address of the principal office of the Corporation shall be 2555 Enterprise Road, Suite 4, Clearwater, Florida 33763, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Linda L. Fleming, Esquire.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator is Linda L. Fleming, Esquire, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE V. NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The name and street address of the initial directors of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his or her successor is elected are as follows:

Dawn Kelly
2555 Enterprise Road
Suite 4
Clearwater, Florida 33763

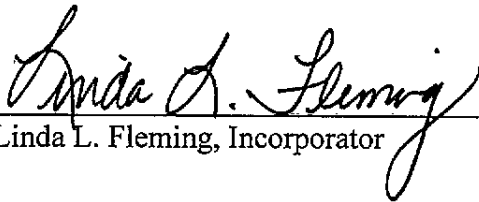
Robert Morgenroth
2555 Enterprise Road
Suite 4
Clearwater, Florida 33763

ARTICLE VII. MAJOR DECISIONS

All Major Decisions of the Corporation shall be decided by a unanimous vote of all of the directors and all of the shareholders. For purposes of this Article, Major Decisions shall include, but not be limited to:

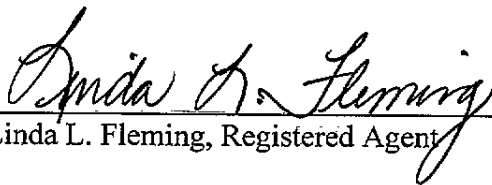
- (a) issuing any stock;
- (b) removing any director without cause;
- (c) selling all or substantially all of the assets of the Corporation;
- (d) merging or consolidating the Corporation with any other entity;
- (e) adding a new line of business to the Corporation;
- (f) amending the Corporation's Articles of Incorporation; and
- (g) altering, amending, repealing or replacing the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of September, 1999.


Linda L. Fleming, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

DATED: September 2, 1999


Linda L. Fleming, Registered Agent

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