

Division of Corporations

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To:

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Fax Number : (850) 922-4001

From:

Janet Quinn
Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

FLORIDA PROFIT CORPORATION OR P.A.

UNIVERSAL PAIN COMPANY

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ARTICLES OF INCORPORATION
OF
UNIVERSAL PAIN COMPANY
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of UNIVERSAL PAIN COMPANY, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is UNIVERSAL PAIN COMPANY and the street address of the initial principal office of the Corporation is 9826 Quail Cove Court, Windermere, Florida 34786.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Fifty Million (50,000,000) shares of \$.01 par value Common Stock and Twenty Million (20,000,000) shares of \$.01 par value Preferred Stock.

PREPARED BY: *Laura Holm, Esq.
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0993646*

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast 3 Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

NameAddress

James Gibson

9826 Quail Cove Court
Windermere, FL 34786ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is:

NameAddress

Laura Holm

100 Northeast 3 Avenue, Suite 1100
Fort Lauderdale, Florida 33301

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 29 day of September, 1999.

Laura Holm
Laura Holm, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for UNIVERSAL PAIN COMPANY, at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.

Dated: 9/29/99By: Janet QuinnJanet Quinn, Assistant Secretary
Initial Registered Agent

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