

Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

THE PAIN CLINIC OF NORTHWEST FLORIDA, P.A.

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF THE PAIN CLINIC OF NORTHWEST FLORIDA, P.A.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following amendments to its Articles of Incorporation:

Article I - Name

The name of the corporation is THE PAIN CLINIC OF NORTHWEST FLORIDA, P.A. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

The sole director and sole shareholder of the Corporation approved a resolution amending Articles I, III and VII of the Articles of Incorporation by two written consents both dated the 21st day of December, 2005, in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Articles I, III and VII of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

1. **NAME:** The name of the Corporation is THE PAIN CLINIC OF NORTHWEST FLORIDA, INC.

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be added to read as follows:

2. **CAPITAL STOCK:** The total authorized capital stock of the Corporation shall be: One Thousand (1,000) shares of common stock, of which Three (3) shares shall be voting common stock, one cent (\$.01) par value per share, and Nine Hundred Ninety-Seven (997) shares shall be non-voting common stock, one cent (\$.01) par value per share. All shares of the Corporation's common stock shall have the same rights and preferences as all other shares of the Corporation's common stock, except with regard to voting rights. With respect to voting rights, each share of the voting common stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation, and each share of the non-voting common stock shall not be entitled to vote on any matter.

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

3. **PURPOSE:** The Corporation is organized for the purpose of engaging in the practice of medicine as allowed under the laws of the state of Florida and for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. Despite the professional nature of the Corporation's first purpose set forth above, the Corporation is not a professional corporation and Florida Statutes

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Chapter 621 shall not apply in any manner to the governance of the Corporation.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein shall be effective as of the date of filing.

Dated this 21st day of December, 2005.

THE PAIN CLINIC OF NORTHWEST FLORIDA, P.A.

By:


ROBERT J. JOSEPH, M.D., Director, President, and
Shareholder