

PainCARE Holdings, Inc.

Our vision and objective are to create a comprehensive network consisting of:

- Centers of excellence positioned to be global leaders in pain management, minimally invasive spine surgery and orthopedic rehabilitation
- Alternative, easy, effective and less traumatic treatment of back and neck pain and extremities
- Complementary ancillary services as an outgrowth of the physician's existing patient base
- The highest level of medical care available

It's more than a network, it's teamwork

The PainCARE Network brings together key players – investors, physicians, outpatient healthcare facilities and patients – for the mutual benefit of all. We provide financial, medical and organizational resources to develop and operate this revolutionary, world-class network.

While our structure is designed for rapid growth, this growth does not take place at the expense of facilities and services. In fact, because the PainCARE network is based on the existing practices of top-quality physicians, both our facilities and services are state-of-the-art.

www.paincareinc.com

MedX Direct Rehab Program

MedX-Direct was created through a joint venture of the MedX Corporation — founded in 1986 by exercise physiology pioneer Arthur Jones of Nautilus Industries fame — and PainCARE, Inc.

- A proprietary, turnkey program enabling physicians to establish or enhance a musculoskeletal rehabilitation program
- PainCARE provides at no cost to you 100% of the necessary equipment, supplies and comprehensive training; you provide the space, handle the billing, and pay the technologist



- The physician is required to take a one-day orientation course; the clinician is required to pass a certification course and complete practical training
- Seminars for billing and reimbursement personnel are available
- Revenue generated from the program is split 65% to the physician, 35% to PainCARE

The goal of the MedX Rehabilitation Program is to increase patients' strength, range of motion and functional abilities; decrease their pain; and improve their quality of life. These goals are achieved by utilizing state-of-the-art computerized MedX medical exercise machines and the best in physical therapy protocols.

After 14 years of research, the MedX Lumbar-extension Machine was perfected and proven by independent teams at the University of Florida School of Medicine. MedX subsequently developed the Torso- and Cervical-rotation Machines and the Cervical-extension Machine. These four machines were the first — and remain the only — tools able to accurately test functional ability and provide rehabilitative exercise.

Pharmaceutical

In-house dispensing of medications is a win-win situation: You provide a value-added service for your patients, while building your practice's revenue. As an originator of pre-pack dispensing, we can help you help your patients.

What we can offer

- A streamlined, easy-to-operate program for dispensing medications right from your own office
- Double safety-sealed prescription medications
- Via state-of-art technology, our ability to process 13,000 prescriptions a day
- Adherence to strict quality-control standards mandated by the FDA and DEA

What's in it for you

- Minimal amount of time, training and resources
- Ability to enhance overall patient care by increasing patient compliance and convenience
- Choice of 2,500 medications, including antibiotics, anti-inflammatories, OTC and other commonly prescribed medications
- Opportunity to generate additional referrals - and revenue

What's in it for your patients

- Eliminates travel to and long waits at the pharmacy
- Choice of brand names or generics (reducing their costs and yours)
- Expedites beginning of drug therapy

Surgery Centers

- State-of-the-art facilities
- Highly qualified, experienced management
- Offset the dwindling reimbursements and increasing costs of running your practice
- Physician partners hold majority ownership

An ancillary service of primary importance ...

The expenses associated with running your practice continue to escalate, but you can only work so many hours and see so many patients. One solution is to add ancillary services, such as an Ambulatory Surgical Center (ASC). A PainCARE ASC allows you to retain ownership and be involved in all aspects, from quality of care provided to actual services rendered.

Your practice can qualify for an ASC if you perform a sufficient number of procedures, as determined by PainCARE, to justify development of a facility. Next, a financial analysis is conducted to assess the point of breakeven and potential for profit. We work with you to develop architectural, staffing and training plans. Our comprehensive blueprint for implementation includes policies and procedures, human resources, contracting, accreditations and licenses, business plans, continuing education and training, medical directorship, marketing and advertising.

Your concerns are our concerns ...

Our senior management team will oversee day-to-day, on-site management, providing guidance necessary to ensure that your standards are upheld. A rotating medical board of advisors will direct management with an emphasis on quality control. This board also will help select the facility's equipment and supplies.

Under this arrangement, you are the majority owner; PainCARE is the minority owner.

Acquisitions

- PainCARE acquires only well-established, profitable pain management, orthopedic or physiatry practices
- Pays 5X EBITDA with total consideration paid 50/50 in stock and cash over three years
- Integrate ancillary services to increase practice and physician income



What we are

PainCARE Holdings, Inc. is a public company traded on the American Stock Exchange under the ticker symbol PRZ. PainCARE has built a strong foundation by acquiring highly profitable, well-managed orthopaedic and pain practices. These practices are used as a platform for growth. The addition of ancillary services results in enhanced patient care and an increase in revenues.

What we do

PainCARE does not change the operations or structure of your practice. We want you to continue to run the practice as its medical director. PainCARE helps you add services to increase income and provide better patient care.

What we require

You are required to remain with the practice for a minimum of five years. However, you are welcome to stay on as long as you desire, continuing to build the practice under your direction.

PainCare Real Estate Advisors

- 50 years of experience in real estate development
- Turnkey operation
- A flexible approach: Construction or renovation, own or lease
- A common goal:
Enhanced patient care with increased practice revenue

We accommodate the needs of your practice --- and you ...

At PainCARE, we recognize that lack of space is often a barrier to implementing ancillary services. That's where our team of real estate experts comes in.

Our real estate professionals can help you construct a new building or renovate an existing facility. If you own the land free and clear, no further expenditure is necessary on your part during the construction process. The physical expansion of your practice will enable you to expand in other areas, such as rehab, imagery and ambulatory surgery.

We focus on our specialty, so you can focus on yours ...

Our turnkey approach allows you to concentrate on providing patient care while we construct your new facility. We'll do it all – locate the land, design the site plan, coordinate with architects, and oversee the project to completion with one of our veteran design build contractors.

Imaging Centers

- State-of-the art facilities
- Tailored to your practice's needs
- Highly qualified, experienced management
- Staffing, training and implementation

The full picture ...

As part of PainCARE's ancillary services, we provide imaging facilities to practices with sufficient patient volume. PainCARE will provide an imaging center for your qualifying practice under a single tax identification number. Depending on your state's laws, you also may participate by leasing designated time slots at an imaging facility.

While MRIs are standard in all imaging facilities, the type of MRI may vary depending on your preference. Additional modalities are determined by need and viability.

Your input on services and their quality is encouraged; a medical advisory committee will be formed to review and act upon your recommendations. Our comprehensive blueprint for implementation includes policies and procedures, human resources, contracting, accreditations and licenses, business plans, continuing education and training, medical directorship, marketing and advertising.

EDX Direct

In clinical cases indicating neuromuscular disorder, electrodiagnostic medicine allows the physician to make a more accurate diagnosis, resulting in the best treatment plan possible. The EDX Direct program includes:

- Seminars/workshops for physicians and technicians
- In-house training with 16 actual patients
- Follow-up training as needed
- Certificate upon completion of 50 quality tests

EDX can aid in evaluating the causes of numbness, tingling, pain, weakness, fatigue, and muscle cramping, as well as nerve and muscle function. There are no restrictions on patient activity before or after testing, and there are no lasting aftereffects. Studies show that 4 out of 10 patients are misdiagnosed without EDX studies.