



*CentAMP*

American Stock Exchange  
86 Trinity Place  
New York, NY 10006

June 24, 2003



*1-14160*

JUN 24 2003

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

**PROCESSED**

JUN 26 2003

**THOMSON  
FINANCIAL**

Dear Mr. Johnson:

This is to certify that on June 23, 2003, The American Stock Exchange (the "Exchange") received from PainCare Holdings, Inc., (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$0.0001 per share

We further certify that the above described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Bryan Fischer*

Bryan Fischer  
Director  
Listing Qualifications Department

cc: Herbert Scholl