

Northern Trust Bank
755 Beach Boulevard
P.O. Box 444
Vero Beach, Florida 32964-4444
561-237-2400

Northern Trust



A 20275

October 11, 2001

Mr. H. J. Underill, III
General Partner
Continental Family Medical Centers LP
490 North Harbor City Blvd.
Melbourne, FL 32935-6866

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-10/26/01--01009--001
*****52.50 *****52.50

Re: R. C. Taylor, Jr. Trust

Dear Buzz:

You are correct that the R. C. Taylor, Jr. Trust will be terminating and therefore ownership in the limited partnership will be transferred to the residual beneficiary, which is the Indian River Hospital Foundation. The information on the Foundation is as follows:

Indian River Hospital Foundation
Rick McDermott, Chairman
1000 36th Street
Vero Beach, FL 32960

Tax ID #59-0760215

FILED
OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We should be in a position to make distribution in the next thirty (30) days, so it would be appreciated if you would prepare the paperwork necessary to assign the interest and send it to us.

Should you find you need additional information, please let me know.

Sincerely,

W. Andrew White
Senior Vice President and
Senior Trust Administration Officer

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R

WAW/pmc
50201838

cc: Troy B. Hafner, Esquire
Todd W. Fennel, Esquire

FIFTH AMENDMENT TO CONTINENTAL FAMILY MEDICAL CENTERS, LTD.
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

WE, the undersigned, being all the partners of CONTINENTAL FAMILY MEDICAL CENTERS, LTD., a Florida Limited Partnership, hereby amend the Certificate of Limited Partnership filed in the office of Secretary of State of the State of Florida, and amended November 25, 1985, January 28, 1986, February 28, 1992, January 5, 1995 and _____ for the following reasons and in the following manner:

The Partnership's interest of the R.C. Taylor, Jr. Trust, the Limited Partner named in such Certificate, will be transferred to the residual beneficiary, Indian River Hospital Foundation.

Therefore, "Schedule A of said Certificate of Limited Partnership" is amended by the substitution therefore of "Amended Schedule A" attached hereto.

EXCEPT as set forth above, the Certificate of Limited Partnership is hereby ratified and confirmed in its entirety.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of this 18th day of October, 2001.

Signed, sealed and delivered

in the presence of:

Sheila S. Reagan
Signature
Sheila S. Reagan
Print Name
Joanne D. Kramde
Signature
Susanne S. Krasnok
Print Name

CONTINENTAL FAMILY MEDICAL CENTERS, LTD., a
Florida Limited Partnership

By: [Signature]
H. J. Underhill III
Managing General Partner

FILED
01 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed, sealed and delivered

in the presence of:

Sheila S. Reagan
Signature
Sheila S. Reagan
Print Name
Joanne D. Kramde
Signature
Susanne S. Krasnok
Print Name

By: [Signature]
H. J. Underhill III
Attorney-in-fact for the Limited Partnership named
in Amended Schedule A attached
hereto and made a part hereof

Prepared by and return to:

H. J. Underhill III
490 N. Harbor City Blvd.
Melbourne, Florida 32935

STATE OF FLORIDA) ss
COUNTY OF BREVARD)

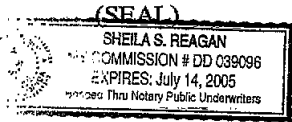
On this 18th day of October, 2001, before me, the under-
signed, a Notary Public in and for the State of Florida at large, duly commissioned and sworn, personally
appeared H. J. Underhill III, personally known to me to be the individual described in and who executed the
foregoing instrument as Managing General Partner of **Continental Family Medical Centers, Ltd.**, a Florida
Limited Partnership, and acknowledged that he signed and sealed the same as his voluntary act and deed for the
uses and purposes therein contained.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Sheila S. Reagan
Notary Public, State of Florida

Sheila S. Reagan
Print Name

Commission Number: 039096



My commission expires: 7/14/05

FILED
01 OCT 25 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA) ss
COUNTY OF BREVARD)

On this 18th day of October, 2001, before me, the under-
signed, a Notary Public in and for the State of Florida at large, duly commissioned and sworn, personally
appeared H. J. Underhill III, personally known to me to be the individual described in and who executed the
foregoing instrument as Attorney-in-Fact for the act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal hereto affixed the day and
year in this certificate above written.

Sheila S. Reagan
Notary Public, State of Florida

Sheila S. Reagan
Print Name

Commission Number: 039096



My Commission expires: 7/14/05

AMENDED SCHEDULE A

CONTINENTAL FAMILY MEDICAL CENTERS, LTD.

NAME & ADDRESS OF LIMITED PARTNERS: **UNITS OWNED**

Indian River Hospital Foundation 121.25
Rick McDermott, Chairman
1000 36th Street
Vero Beach, FL 32960

Eileen B. DuBane, Trustee 12.125
1499 Brandywine Circle #305
Ft. Myers, FL 33919

Robert W. Fay 12.125
2216 Tarlton Cove
Austin, Texas 78746

Wynn Partnership
c/o Larry Wynn
9220 Bonita Beach Rd.
Suite 200
Bonita Springs, FL 34135

FILED
01 05 25 PM 5: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME & ADDRESS OF GENERAL PARTNERS: **UNITS OWNED**

Thomas R. Grady 4.125
720 5th Ave. South
Suite 200
Naples, Florida 34102

H.J. Underill, III 4.125
490 N. Harbor City Blvd.
Melbourne, FL 32935