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PAULA A. WILLIS, P.A.
Attorney At Law

Post Office Box 5820
Ocala, Florida 34478

EFFECTIVE DATE
1-7-02

Direct Dial (352) 861-9301
Facsimile (352) 237-6119

FILED
02 JAN 10 AM 11:03
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

January 7, 2002

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Furnished via Federal Express

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*****87.50 *****87.50

Re: Trover, Inc.

Dear Sir:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation, regarding the above referenced corporation. Also enclosed is my check in the amount of \$87.50, representing \$35.00 filing fee, \$35.00 registered agent fee, \$8.75 for a certified copy of the Articles of Incorporation, and \$8.75 for a Certificate of Status.

Please file the enclosed Articles and forward the certified copy and certificate of status to my attention, at Post Office Box 5820, Ocala, Florida 34478.

Sincerely,

Paula A. Willis
Paula A. Willis
Attorney at Law

PAW/ms
Enclosure: 2

EXECUTIVE DATE

1-7-03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Trover, Inc.**

The undersigned Incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

1.1 The name of the corporation shall be: Trover, Inc.

**ARTICLE TWO
REGISTERED OFFICE AND AGENT**

2.1 The location and mailing address of the Corporation's initial registered office in Florida is:

2500 S.W. 17th Road, Building 100, Suite 108
Ocala, Florida 34474

2.2 The initial registered agent at the registered office is:

D. Russell Locke

2.3 The corporation's principal office and mailing address is:

2500 S. W. 17th Road, Building 100, Suite 108
Ocala, Florida 34474

**ARTICLE THREE
PURPOSE**

3.1 The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of

any other lawful jurisdiction.

ARTICLE FOUR
DURATION

4.1 The term of existence of the Corporation is perpetual.

ARTICLE FIVE
SUBSCRIBER AND INCORPORATOR

5.1 The name and post office address of the Subscriber and Incorporator is:

Name	Address
D. Russell Locke	2500 S.W. 17 th Road, Building 100 Suite 108 Ocala, Florida 34474

ARTICLE SIX
DIRECTORS

6.1 The business of the Corporation shall be managed initially by a board of two (2) directors. The number of directors may be increased from time to time by the by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the first Board of Directors is:

Name	Address
D. Russell Locke	2500 S.W. 17 th Road, Building 100, Suite 108 Ocala, Florida 34474
Ira W. Klimberg	2500 S.W. 17 th Road, Building 100, Suite 108 Ocala, Florida 34474

6.2 In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of

directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

6.3 The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

6.4 Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

6.5 Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other.

ARTICLE SEVEN **CAPITAL STOCK**

7.1 The aggregate number of shares of stock that the Corporation shall have authority to initially issue is 10,000 all of which shall be common shares, with par value of \$1.00 per share.

7.2 The Corporation may increase the number of shares of stock the Corporation is authorized to issue and have outstanding, by delivering to the Department of State for filing, articles of amendment, which are effective without shareholder action, that set forth:

- a) The name of the corporation;
- b) The text of the amendment determining the increased number of shares the corporation is authorized to have outstanding;
- c) The date the amendment was adopted; and
- d) A statement that the amendment was duly adopted by the board of directors.

ARTICLE EIGHT
TERMS OF CLASS OR SERIES DETERMINED BY
BOARD OF DIRECTORS

8.1 The board of directors may determine, in whole or part, the preferences, limitations, and relative rights (within the limits set forth in s.607.0601) of:

- a) Any class of shares before the issuance of any shares of that class, or
- b) One or more series within a class before the issuance of any shares of that series.

8.2 Each series of a class must be given a distinguishing designation.

8.3 All shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class.

8.4 Before issuing any shares of a class or series created under this Article, the corporation must deliver to the Department of State for filing articles of amendment, which are effective without shareholder action, which set forth:

- a) The name of the corporation;
- b) The text of the amendment determining the terms of the class or series of shares;
- c) The date the amendment was adopted; and
- d) A statement that the amendment was duly adopted by the board of directors.

ARTICLE NINE
AMENDMENT OF ARTICLES

9.1 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting

shareholder.

9.2 Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE TEN BYLAWS

10.1 Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

ARTICLE ELEVEN INFORMAL SHAREHOLDER ACTION

11.1 The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE TWLEVE EFFECTIVE DATE

12.1 The date that the corporate existence shall begin shall be **January 7, 2002**. This election is made pursuant to Florida Statute 607.0203

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and certify the truth of the facts as stated herein, on the 7th day of January, 2002 .

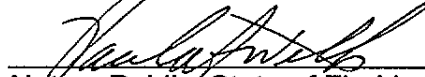


D. RUSSELL LOCKE, M.D.

STATE OF FLORIDA
COUNTY OF MARION

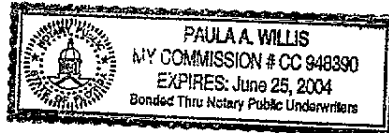
The foregoing instrument was acknowledged before me this 7th day of January, 2002, by D. RUSSELL LOCKE, who is personally known to me, and who did take an oath.

Print (name of notary): Paula A. Willis

Signature: 

Notary Public, State of Florida
At Large

Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY
BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Trover, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Ocala, County of Marion and State of Florida has named D. Russell Locke, M.D. as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**D. RUSSELL LOCKE, M.D.
REGISTERED AGENT**

Dated on this 7th day of January, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA