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J. Shivers

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Lynn E. Burnsed, PA

ATTORNEY AT LAW

August 12, 2005

**VIA OVERNIGHT DELIVERY**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

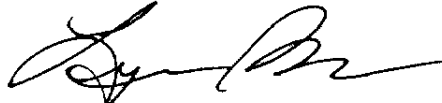
Re: Formation of Eric Carter, M.D., P.A.

To Whom It May Concern:

Enclosed for filing with the Secretary of State of Florida are the original and one copy of Articles of Incorporation for Eric Carter, M.D., P.A. and a check for \$78.75 for filing fees and certificate of status

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at 352-315-9315.

Sincerely,



Lynn E. Burnsed

LEB

Enclosures

05 AUG 16 AM 7:26  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



Lynn E. Burnsed, MHA, JD

Phone 352/315-9315 — Fax 352/787-7253

5549 Banana Point Drive / Post Office Box 239 / Okaloosa, FL 34762 / Email: lburnsed@mpinet.net

## ARTICLES OF INCORPORATION

OF

ERIC CARTER, M.D., P.A.

### ARTICLE I

#### Name and Duration

The name of the Corporation is Eric Carter, M.D., P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

### ARTICLE II

#### Principal Office

The address of the principal office of the Corporation is 12254 Lake Valley Drive, Clermont, Florida 34711.

### ARTICLE III

#### Registered Office and Agent

The address of the registered office in the State of Florida is 1512 S. Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is Eric Carter, M.D.

### ARTICLE IV

#### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of medicine specializing in emergency medical services and any lawful act or activity allowed in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

### ARTICLE V

#### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Eric Carter, M.D.	12254 Lake Valley Drive Clermont, Florida 34711

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Eric Carter, M.D.	12254 Lake Valley Drive Clermont, Florida 34711

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made, not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED at Clermont, Lake County, Florida, this 5 day of August, 2005.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Eric Carter, M.D.

Registered Agent

Eric Carter, M.D.

Incorporator

05 AUG 16 12:28  
SECRETARY OF STATE  
DIVISION OF CORPORATE  
REGISTRATION