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TALLAHASSEE, FL 32301  
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**P9600002675**

FILED  
APR 26 1996  
TALLAHASSEE, FL  
CLERK OF COURT

ACCOUNT NO. : 072100000032

REFERENCE : 934507 62090

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigott*

ORDER DATE : April 22, 1996

ORDER TIME : 10:00 AM

ORDER NO. : 934507

CUSTOMER NO: 62090

500001789605

CUSTOMER: William H. Cauthen, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32770-3200

DOMESTIC FILING

NAME: EECF OF LAKE COUNTY, INC.

EFFECTIVE DATE: APRIL 26, 1996

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

APR 26 1996  
TALLAHASSEE, FL  
CLERK OF COURT  
*4/28/96*

ARTICLES OF INCORPORATION  
OF  
EECP OF LAKE COUNTY, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name and address of this corporation shall be:

EECP OF LAKE COUNTY, INC.  
4 North Eustis Street - Suite 4  
Eustis, FL 32726

ARTICLE II  
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

William H. Cauthen

215 North Joanna Avenue  
Tavares, FL 32778-3200

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Scott A. Roger, M.D.

4 North Eustis Street - #4  
Eustis, FL 32726

Steven J. Nerad, M.D.

4 North Eustis Street - #4  
Eustis, FL 32726

Steven E. Pillow, M.D.

4 North Eustis Street - #4  
Eustis, FL 32726

ARTICLE V  
Informal Shareholder Action

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 VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII  
Directors

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. 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 the stockholder's own shares of stock.

C. 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.

D. 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 by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII  
Effective Date

The date that corporate existence shall begin shall be April 26, 1996. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 215 North Joanna Avenue, Tavares, FL 32778-3200. The name of the Registered Agent of this corporation is William H. Cauthen at the above office address.

ARTICLE X  
Bylaws

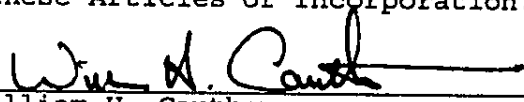
Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 26th day of April, 1996.

  
\_\_\_\_\_  
William H. Cauthen

ACCEPTANCE

I hereby accept to act as initial Registered Agent for EECF of Lake County, Inc. as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
William H. Cauthen

**CAUTHEN & FELDMAN, P.A.**

**Attorneys at Law**  
**215 North Johnson Avenue**  
**Tomball, TX 77475-3200**  
**(352) 343-2225**  
**FAX (352) 343-7759**

**William H. Cauthen  
H. John Feldman  
K. Wade Hoyette, Jr.**

**J. Carter Perkins,**  
of Counsel

of Counsel  
FILED  
97 JAN -3 AM 8:33  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

December 31, 1996

**Via Certified Mail P 393 879 750**

**Florida Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32301**

**RE: State of Change of Registered Agent  
EECP, Inc.  
Document Number: P9600036755**

**Dear Sir:**

Enclosed please find the Statement of Change of Registered Agent for EECP, Inc. Also enclosed is our check in the amount of \$35 to cover the cost of same.

**If you have any questions, please contact me.**

Very truly yours,

**CAUTHEN & FELDMAN, P.A.**

William D. Pauther / se

**William H. Cauthen**  
(Signed in his absence to expedite delivery)

**WHC/se**  
**Enclosure**

cc: Scott A. Rodger, M.D. (w/o enclosure)  
John Rice, C.P.A. (w/o enclosure)

RA Chg.

VS JAN 15 1997

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the under-  
signed corporation organized under the laws of the State of Florida, submits  
the following statement in order to change its registered office or registered agent, or  
both, in the State of Florida.

1. The name of the corporation is: EECP of Lake County, Inc.

1a. Date of Incorporation April 29, 1996 Document number P96000036755

2. The name and address of the current registered agent and office:

William H. Cauthen, 215 North Joanna Avenue, Tavares, FL 32778-3200

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Scott A. Rodger, M.D., 4 North Eustis Street, Suite 4, Eustis, FL 32727

The street address of its registered agent and the street address of the business office  
of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

SIGNATURE

Scott A. Rodger, M.D.  
(name and title)

Scott A. Rodger, M.D., President

DATE

December 31, 1996

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 RELATIVE TO THE PROPER AND COM-  
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Scott A. Rodger, M.D.  
(Registered Agent)

Scott A. Rodger, M.D.

DATE

December 31, 1996

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-90)

FILING FEE: \$35.00

FILED  
JAN -3 AM 8:33  
TALLAHASSEE FLORIDA