

LAW OFFICE  
CHARLES DAWSON BARNETT  
500 AUSTRALIAN AVENUE SOUTH  
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WEST PALM BEACH, FLORIDA 33401  
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July 12, 1999

VIA UPS

Secretary of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ECM of South Florida, Inc.

200002929972--2  
-07/13/99--01049--012  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sir:

Enclosed please find two original copies of Articles of Incorporation for ECM of South Florida, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fees.

Please file the Articles and return one of the copies thereof to me together with your Certificate.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

*Charles D. Barnett*  
Charles D. Barnett

Enclosure

FILED  
99 JUL 13 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CALLION CASE

JUL 21 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**ECM OF SOUTH FLORIDA, INC.**

**FILED**  
99 JUL 13 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is ECM of South Florida, Inc. ("Corporation").
2. The mailing address and principal office address of the Corporation is 10615 East Manslick Road, Louisville, Kentucky 40118.
3. The period of its duration is perpetual, unless sooner dissolved.
4. The date and time of the commencement of the corporate existence shall be the time of filing of Articles of Incorporation by the Department of State.
5. The general purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.
6. The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares, par value One Dollar (\$1.00) per share. All such shares are of one class, and are designated as common shares.
7. The street address of the initial registered office of the Corporation is 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Charles D. Barnett.
8. The affairs and business of the Corporation are to be conducted (a) by a Board of Directors of such number as the shareholders may select at each annual meeting of shareholders; (b) by a President, who shall be elected by the Board of Directors at such time and in such manner as the Board of Directors may select; and (c) by such other officers, assistant officers and agents as the Board of Directors may authorize the President of the Corporation to appoint.

The first Board of Directors consisting of two directors, who shall serve until the first annual meeting of shareholders or until the successor of each is elected and qualifies, is as follows:

Todd P. Boyd  
10615 East Manslick Road  
Louisville, Kentucky 40118

Douglas D. Ford  
10615 East Manslick Road  
Louisville, Kentucky 40118

9. The name and address of the incorporator is:

Charles D. Barnett  
500 Australian Avenue South  
Suite 800  
West Palm Beach, Florida 33401

DATED: July 12, 1999, at West Palm Beach, Florida.

  
CHARLES D. BARNETT

CHARLES D. BARNETT, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
CHARLES D. BARNETT

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99 JUL 13 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA