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FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

ACCT#: 110450000714

CONTACT: KEVIN ROBERTS

PHONE: (850)222-1173

FAX #: (850)224-1640

NAME: BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY C

AUDIT NUMBER.....H98000009989

DOC TYPE.....BASIC AMENDMENT

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

May 29, 1998

BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY CONSULTANTS,  
1921 WALDEMERE ST  
#310  
SARASOTA, FL 34239US

SUBJECT: BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY CONSULTANTS, P.A.  
REF: F25827

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

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DIVISION OF CORPORATIONS

**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY CONSULTANTS, P.A.**

Barzell, Whitmore, Treiman & Bregg Urology Consultants, P.A. (the "Corporation"), hereby amends the Articles of Incorporation for the purpose of converting the Corporation into a Florida Business Corporation, pursuant to the provisions of Section 621.13(4) of the Professional Service Corporation and Limited Liability Company Act, under the Florida Statutes. The Corporation hereby changes its business purposes from exclusively rendering professional services to engaging in any lawful purpose.

1. The Corporation hereby duly adopts the following amendments to its Articles of Incorporation:

A. Article I shall be replaced in its entirety with the following:

**"ARTICLE I  
NAME**

Name. The name of the corporation shall be:

**BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY  
CONSULTANTS, INC."**

B. Article II shall be replaced in its entirety with the following:

**"ARTICLE II  
PURPOSE**

The corporation, through its officers, directors and employees, shall be authorized to engage in any lawful purpose."

C. The following sentence shall be added to the end of Article III:

"The stockholders of the corporation are hereby permitted to transfer their stock to any persons or entities, regardless of whether such persons or entities are physicians."

D. The preamble to the Articles shall be replaced in its entirety with the following:

Prepared by: David S. Winkler, Florida Bar No. 0073148  
McDermott, Will & Emery  
201 South Biscayne Blvd., 22<sup>nd</sup> Floor  
Miami, FL 33131-4336  
305-358-3500

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SECRETARY OF STATE

"This corporation is established under and pursuant to the laws of the State of Florida, and more particularly Chapter 607 of the Florida Business Corporation Act."

2. All of the provisions of the Articles of Incorporation not amended herein are hereby ratified, confirmed and shall remain unchanged.

3. The foregoing amendments were adopted by the unanimous consent of all shareholders and the sole director of the Corporation on May 21, 1998.

IN WITNESS WHEREOF, the undersigned President of the Corporation hereby certifies the accuracy of, and executes, this Amendment to Articles of Incorporation, effective as of May 28, 1998.

  
\_\_\_\_\_  
Winston E. Burzell, M.D., President