

DAVID A. FONTES, LL.M.

P95000000123

ONE TAMPA CITY CENTER, SUITE 2600 · TAMPA, FLORIDA 33602 · (813) 222-0232

December 28, 1994

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

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of PAUL URBAN, M.D., P.A.. Also enclosed is a check in the amount of \$122.50. Please send the certified copy to me at the address above. If there are any questions, please contact me at the telephone number above.

Thank you in advance for your time and attention to this matter.

Sincerely,

*David A. Fontes*

David A. Fontes, LL.M.  
Attorney-at-Law

M. BRIM DEC 30 11 1774

634

100001366191  
-12/30/94--01035--013  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE

1/1-95

David A. Fontes GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Quiscented FILE  
DATE 1-3-95  
DOC. EXAM. rmf

FILED  
95 JAN -3 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-1-95

ARTICLES OF INCORPORATION  
OF  
PAUL URBAN, M.D., P.A.

95 JAN -3 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is PAUL URBAN, M.D., P.A.  
1511 S.W. 1st Ave., Ocala, FL 34472

ARTICLE II - NATURE OF BUSINESS

This professional service corporation is organized for the following purposes:

(a) To engage solely and specifically in the business of carrying on the practice of medicine and to do all things in connection therewith that are customarily done by licensed doctors of medicine under the laws of the State of Florida.

(b) To own real or personal property necessary for the rendering of the above professional services.

(c) To invest its funds in real estate, mortgages, stocks, bonds or other types of investments.

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation in the State of Florida is 201 North Franklin Street, Suite 2600, Tampa, Florida, 33602; and the initial registered agent is David A. Fontes. The Board of Directors may, from time to time, move the location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this corporation.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation will commence existence on January 1, 1995, and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V - CAPITAL STOCK

(a) This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(c) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all his stock.

ARTICLE VI - DIRECTORS

The number of Directors of this corporation shall be not less than one (1). The number of Directors may be diminished or increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTOR

The initial Board of Directors shall consist of one (1) member, whose name and street address are as follows:

Paul L. Urban  
1511 S. W. 1st Avenue  
Ocala, Florida 34474

ARTICLE VIII - INCORPORATOR

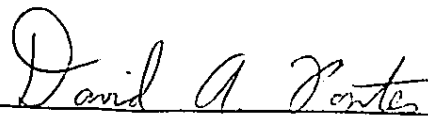
The name and street address of the incorporator are as follows:

David A. Fontes  
201 North Franklin Street, Suite 2600  
Tampa, Florida 33602

ARTICLE IX - AMENDMENTS OF ARTICLES OF INCORPORATION

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 28th day of December, 1994.



David A. Fontes

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 28<sup>th</sup> day of December, 1994, personally appeared David A. Fontes, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.

*Billi Johnson-Griffin*  
NOTARY PUBLIC - STATE OF FLORIDA



BILLI JOHNSON GRIFFIN  
My Comm Exp. 4/02/98  
Bonded By Service Ins  
No. CC353553  
|| Personally Known || Uncl. J.R.G.

Printed Name Billi Johnson-Griffin

MY COMMISSION EXPIRES: 4/2/98

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PAUL URBAN, M.D., P.A.
2. The name and address of the registered agent and office are:

David A. Fontes  
201 N. Franklin Street  
Suite 2600  
Tampa, FL 33602

Signature David A. Fontes  
Title INCORPORATOR  
Date 12/28/94

**ACKNOWLEDGMENT:**

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.

Executed this 28<sup>th</sup> day of December, 1994.

By: David A. Fontes  
David A. Fontes  
Registered Agent

95 JAN -3 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

800 NORTH MAGNOLIA AVENUE  
SUITE 1800  
ORLANDO, FLORIDA 32801

(407) 841-1200  
FAX (407) 423-1831

**995 000000 123**

WRITER'S DIRECT LINE  
(407) 428-5109

600001552836  
-08/03/95--01052--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

July 31, 1995

**PERSONAL & CONFIDENTIAL**

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Paul Urban, M.D., P.A.

Gentlemen:

Please find enclosed the original and one copy of Restated Articles of Incorporation for the above corporation which, among other things, will serve to change its name to "Paul L. Urban, M.D., P.A." Also enclosed is our firm check for \$87.00 to cover the \$35.00 filing fee and the \$52.50 fee for the certified copy.

Once the Restated Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

*Linda Smith*

Linda Smith, Legal Assistant to  
Robert W. Mead, Jr.

1s  
Enclosures

cc: Mr. Scott L. Whitaker  
Jeffrey P. Crippen, C.P.A.

FILED  
AUG 2 1995  
PH 1:41  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

*995 000000 123*

*Per Susan  
\*F. le \*  
Restated \* NC  
8-2-95  
ed*



RESTATED ARTICLES OF INCORPORATION

OF

PAUL URBAN, M.D., P.A.

The undersigned, being the sole Director and owning all of the outstanding stock of PAUL URBAN, M.D., P.A., a Florida professional service corporation, hereby agrees that the Articles of Incorporation be amended and restated in their entirety, pursuant to the provisions of Section 607.1007 of the Florida Statutes, in the form of these Restated Articles of Incorporation, which were approved and adopted by the Shareholder and Director of the corporation at a Special Joint Meeting of the Shareholders and Board of Directors held on May 30, 1995.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be PAUL L. URBAN, M.D., P.A. The principal office and mailing address of the corporation is 1511 S.W. First Avenue, Ocala, Florida 34477.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall continue to be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

FILED  
95 AUG -2 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Restated Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

**ARTICLE IV - REGISTERED AGENT**

The Registered Agent of this corporation is Paul L. Urban, M.D., whose business office is identical with the corporation's registered office set forth below.

**ARTICLE V - ADDRESS OF REGISTERED OFFICE**

The street address of the registered office of this corporation is 1511 S.W. First Avenue, Ocala, Florida 34474.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually, unless dissolved according to law. The effective date of these Restated Articles of Incorporation shall be the date of their filing with the Secretary of State for the State of Florida.

**ARTICLE VII - BOARD OF DIRECTORS**

A. As of the date of filing these Restated Articles of Incorporation, the number of Directors of the corporation is one (1).

B. The number of Directors may be increased or diminished from time to time by a majority vote of the shareholders, but shall never be less than one (1).

C. The name and street address of the member of the Board of Directors who is holding office for the corporation as of the date of filing of these Restated Articles of Incorporation and who shall continue to hold office until his successor is elected and qualified is:

FILED  
95 AUG - 2 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name

Street Address

Paul L. Urban, M.D.

1511 S.W. First Avenue  
Ocala, Florida 34474

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

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 and the shareholders.

**ARTICLE X - ADDITIONAL CORPORATE POWERS**

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall continue to have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

**ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend these Restated Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the shareholders, proposed to them by the Board of Directors, and approved at a special

FILED  
95 JUN -2 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

joint meeting of the shareholders and Board of Directors by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

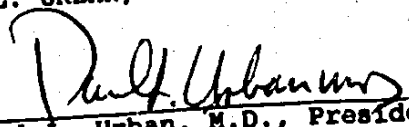
**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 30 day of May, 1995.

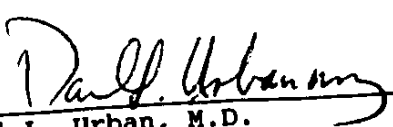
PAUL L. URBAN, M.D., P.A.

By:

  
Paul L. Urban, M.D., President,  
Secretary, Treasurer, Director  
and Shareholder

Having been named Registered Agent for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and I affirm my acceptance of, the duties and obligations of Section 607.0505 Florida Statutes.

Signature:

  
Paul L. Urban, M.D.

Date:

May 30, 1995