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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

300001661613

-12/14/95--01049--015

*****70.00 *****70.00

URDCare of America, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
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- Merger
- Mark
- Other
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12/14/95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Neal M. Elliott

Address: 6001 Indian School Road, N.E.
Albuquerque, New Mexico 87110

Vice Chairman: _____

Address: _____

Director: Klemett L. Belt, Jr.

Address: 6001 Indian School Road, N.E.
Albuquerque, New Mexico 87110

Director: Charles H. Gonzales

Address: 6001 Indian School Road, N.E.
Albuquerque, New Mexico 87110

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Scot Sauder
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scot Sauder, Vice President
(Typed or printed name and capacity of person signing application)

**UROcare of America, Inc.
Officers and Directors**

**Neal M. Elliott
5091 Los Poblanos, N.W.
Albuquerque, NM 87107**

**President, Chief Executive Officer, 532-38-8545
Director (Chairman of the Board)**

**Klemett L. Belt, Jr.
9406 Seabrook NE
Albuquerque, NM 87111**

**Executive Vice President,
Director 550-60-0818**

**Charles H. Gonzales
1419 Camino Amparo
Albuquerque, NM 87107**

**Senior VP, Assistant Secretary, 585-66-5408
Director**

**Ernest A. Schofield
6121 Carousal NW
Albuquerque, NM 87120**

Senior VP, Chief Financial Officer 521-92-7317

**Albert W. Sousa
8620 Ashton Place, N.E.
Albuquerque, NM 87122**

Vice President of Operations 047-54-2213

**Scot Sauder
2301 Dietz Place, N.W.
Albuquerque, NM 87107**

**Secretary, VP Legal Affairs 555-90-0219
General Counsel**

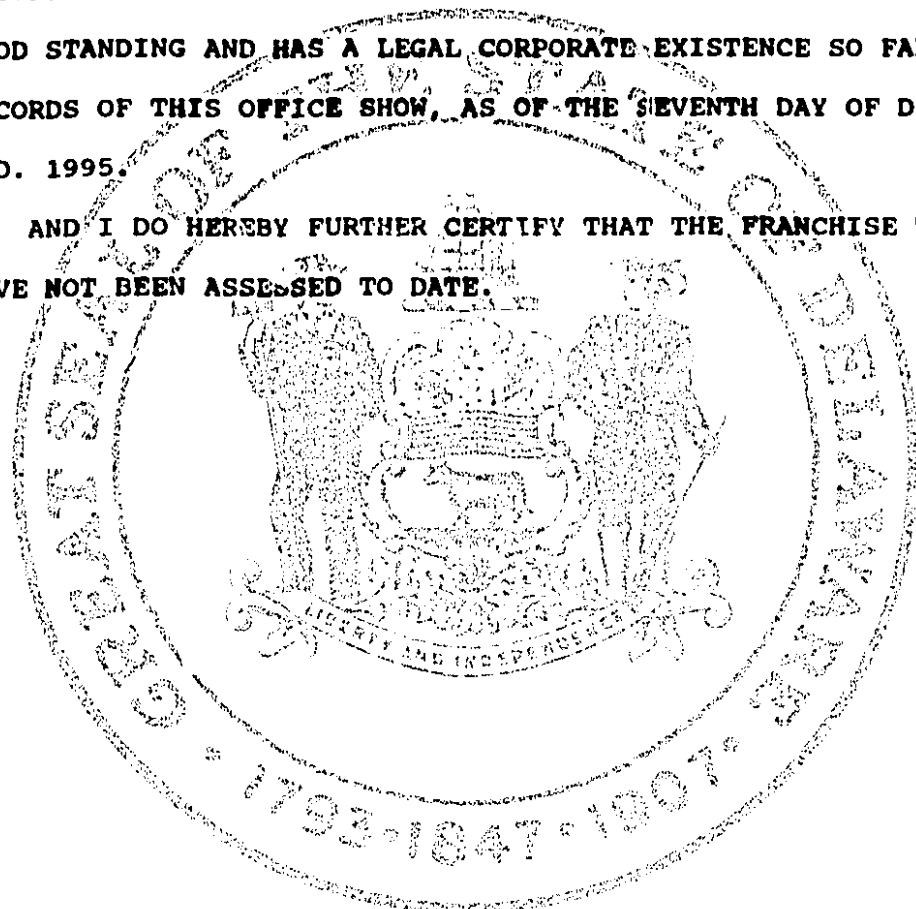
**Jacqueline Gordon
11600 Academy, N. E., # 622
Albuquerque, NM 87111**

Assistant Secretary 226-84-0639

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UROCARE OF AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7740129

DATE:

12-07-95