

JUN-18 1998 15:5

CCRS

85002416 P.01

F98000003161

6/15/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:13

((H98000011146 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
CONTACT: KEVIN ROBERTS
PHONE: (850)222-1173

ACCT#: 110450000714

FAX #: (850)224-1640

NAME: UTI - SARASOTA CORP.

AUDIT NUMBER.....H98000011146

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$157.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

Bicky

This is the one I
called you on.

Thanks

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 AM 7:53

FILED

RECEIVED
DIVISION OF CORPORATIONS
JUN 19 PM 3:16

Merger

Joe 6/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1998

UTI - SARASOTA CORP.
ONE LINCOLN CENTRE SUITE 1095
OAKBROOK, IL 60181

SUBJECT: UTI - SARASOTA CORP.
Ref. Number: F98000003161

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Since you originally submitted your document for filing electronically, it must be resubmitted electronically or submitted through the mail with the appropriate filing fee.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000011146
Letter Number: 798A00033731



RECEIVED
99 JUN 17 PM 3:41
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

UTI - SARASOTA CORP.
ONE LINCOLN CENTRE SUITE 1095
OAKBROOK, IL 60181

SUBJECT: UTI - SARASOTA CORP..
REF: F98000003161

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 document is illegible and not suitable for imaging.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000011146
Letter Number: 398A00033454

Darlene
This is the one that
was filed on 6-15.
Can we get this file date
Thanks

JUN-15-1998 16:41

CCRS

85002241640 P.01

6/15/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:13

((H98000011146 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

ACCT#: 110450000714

CONTACT: KEVIN ROBERTS

PHONE: (850)222-1173

FAX #: (850)224-1640

NAME: UTI - SARASOTA CORP.

AUDIT NUMBER.....H98000011146

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$157.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED
98 JUN 16 AM 8:29
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY CONSULTANTS,
INC., a Florida corporation, F25827

M.D. UROLOGY SPECIALISTS, INC., a Florida corporation, 549712

INTO

UTI - SARASOTA CORP., an Illinois corporation, F98000003161

File date: June 15, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
BARZELL, WHITMORE, TREIMAN & BREGG UROLOGY CONSULTANTS, INC.,
a Florida Corporation,
and
M.D. UROLOGY SPECIALISTS, INC.,
a Florida Corporation,
WITH AND INTO
UTI-FLORIDA CORP.,
an Illinois Corporation**

FILED
JUN 15 AM 7:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, being the President and Secretary or Assistant Secretary, as the case may be, of Barzell, Whitmore, Treiman & Bregg Urology Consultants, Inc., a Florida corporation ("Urology Consultants"); M.D. Urology Specialists, Inc., a Florida corporation ("M.D. Specialists"); and UTI-Florida Corp., an Illinois corporation ("UTI-Florida") and wholly-owned subsidiary of UroTherapies, Inc., a Delaware corporation ("UroTherapies"), respectively, hereby certify as follows:

1. On May 22, 1998, the transactions described in the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by this reference were approved by (i) all of the shareholders of Urology Consultants and (ii) the sole shareholder of Urology Specialists.
2. On May 22, 1998, the transactions described in the Plan of Merger were approved by the sole shareholder of UTI-Florida.
3. The merger shall become effective (the "Effective Time") upon the filing of these Articles of Merger with the Secretary of State of Florida.
4. UTI-Florida shall be the surviving corporation in the merger, which merger is permitted under the laws of the State of Illinois.
5. Each of Urology Consultants and Urology Specialists shall be a disappearing corporation in the merger, which merger is permitted under the laws of the State of Florida.

[NEXT PAGE IS SIGNATURE PAGE TO ARTICLES OF MERGER]

Prepared by:
David J. Winker
McDermott, Will & Emery
201 S. Biscayne Blvd., 22nd Floor
Miami, FL 33131-4336
305-358-3500
FL Bar #0073148

W9724010J0ACNEWY.001

H98000011146

H98000011146

EXHIBIT "A"**PLAN OF MERGER**

A. Merger. Barzell, Whitmore, Treiman & Bregg Urology Consultants, Inc., a Florida corporation ("Urology Consultants"), and M.D. Urology Specialists, Inc., a Florida corporation ("Urology Specialists"), shall be merged with and into UTI-Florida Corp., an Illinois corporation ("UTI-Florida"), which is a wholly owned subsidiary of UroTherapies, Inc., a Delaware corporation ("UroTherapies"), and the separate existence of Urology Consultants and Urology Specialists shall thereupon cease and UTI-Florida, as the surviving corporation, shall continue to exist under and be governed by the Illinois Business Corporation Act of 1983, as amended.

B. Effective Time. The merger shall become effective (the "Effective Time") upon the filing of the Articles of Merger with the Secretary of State of Florida.

C. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-Laws of UTI-Florida, as in effect immediately prior to the Effective Time, shall continue in full force and effect at and subsequent to the Effective Time until duly amended or repealed in accordance with applicable law.


D. Directors and Officers. There shall be no change in the directors and officers of UTI-Florida.

E. Merger Consideration; Conversion. Each share of outstanding capital stock of Urology Consultants will be cancelled and extinguished and will be converted automatically into the right to receive \$13,800 in immediately available funds and 4,600 shares of Series C Preferred Stock, \$.001 par value, of UroTherapies. Each share of outstanding capital stock of Urology Specialists will be cancelled and extinguished and will be converted automatically into the right to receive \$704.08 in immediately available funds and 234.69 shares of Series C Preferred Stock, \$.001 par value, of UroTherapies.


H98000011146

[SIGNATURE PAGE TO ARTICLES OF MERGER]

IN WITNESS WHEREOF, the corporations hereto have caused these Articles of Merger to be executed by their respective duly authorized officers this 10th day of June, 1998.

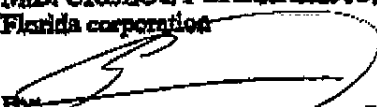
Attest: 
Alan R. Treiman, M.D.
Secretary

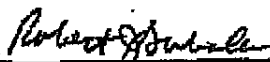
BARZELL, WHITMORE, TREDMAN &
BREGG UROLOGY CONSULTANTS, INC.,
a Florida corporation

By: 
Winston E. Barzell, M.D.
President

Attest: 
Edward F. Dunne, M.D.
Secretary

M.D. UROLOGY SPECIALISTS, INC., a
Florida corporation

By: 
Edward F. Dunne, M.D.
President

Attest: 
Robert J. Bulcica
Assistant Secretary

UTI-FLORIDA CORP., an Illinois
corporation

By: 
Michael D. Klein
President

UNCLASSIFIED