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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Urinary Continence Centers of America, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
URINARY CONTINENCE CENTERS OF AMERICA, INC.
a Florida corporation not for Profit**

The undersigned, acting as incorporator of **URINARY CONTINENCE CENTERS OF AMERICA, INC.**, under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is Urinary Continence Centers of America, Inc. (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATION

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

George M. Suarez, M.D.
Urinary Continence Centers of America, Inc.
7000 S.W. 62nd Avenue, Suite 100
South Miami, Florida 33143

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ARTICLE IV

PURPOSE

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and community purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

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(b) Included among the charitable, educational and community purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

1. To raise awareness and educate the public and healthcare providers about urinary incontinence.

2. To improve the health of patients who suffer from urinary incontinence through research and new treatments.

3. To provide educational tools to the public and healthcare providers free through grants and donations made to the Corporation.

4. To receive from any other person, firm or corporation by gift, bequest or otherwise property which is dedicated to the support or benefit of the activities or programs which support or benefit the Corporation, to own, manage, hold, invest and reinvest all such property; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the purposes set forth above; and to observe and faithfully carry out in the expenditure or other use of the principal and income for such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

5. It is intended that the Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

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ARTICLE VI**DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, educational or community purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations in existence at such time and qualify as an exempt organization under Section 501(c)(3) does not qualify as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, educational or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) nor more than seven (7). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

Name

George M. Suarez, M.D.

7000 S.W. 62nd Avenue, Suite 100
South Miami, FL 33143

Ronald R. Fieldstone, Esq.

10305 S.W. 68th Court
Miami, FL 33156

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James Welzien, CPA

5100 N.W. 33rd Avenue
Fort Lauderdale, FL**ARTICLE VIII****INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX**MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

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ARTICLE X**BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

ARTICLE XI**AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XII**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Corporation is George M. Suarez, M.D., whose address is 7000 S.W. 62nd Avenue, Suite 100, South Miami, FL 33143.

ARTICLE XIII**PRINCIPAL OFFICE ADDRESS**

The initial principal office of the corporation shall be located at 7000 S.W. 62nd Avenue, Suite 100, South Miami, FL 33143.

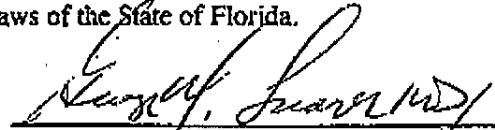
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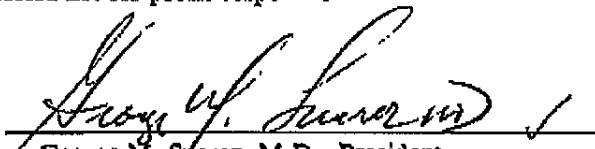
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 4th day of November, 1999 for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


George M. Suarez, M.D., Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Urinary Continence Centers of America, Inc. in the foregoing Articles of Incorporation, I, on behalf of Urinary Continence Centers of America, Inc., a Florida not-for-profit corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**URINARY CONTINENCE CENTERS OF AMERICA,
INC.,**
a Florida not-for-profit corporation

By: 
George M. Suarez, M.D., President

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