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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-338

**HARRY A. JONES**  
ATTORNEY AT LAW

HARBOR TOWNE  
11 A. MAX BREWER PARKWAY  
TITUSVILLE, FLORIDA 32796

January 2, 2003

P.O. BOX 6447  
TITUSVILLE, FLORIDA 32782-6447  
(321) 264-0334  
FAX: (321) 269-6840

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: Great South Bay Urology, P.A.

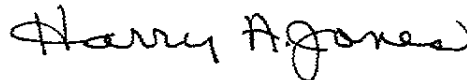
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GREAT SOUTH BAY UROLOGY, P.A.**

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**Article I**  
**Name**

Section 1.1. Name. The name of this Professional Corporation is GREAT SOUTH BAY UROLOGY, P.A. and the address of the principal place of business is 1781 Garden Street, Titusville, FL 32796.

**Article II**  
**Duration**

Section 2.1. Duration. This Professional Corporation shall exist perpetually.

**Article III**  
**Purpose**

Section 3.1. Purposes. This Professional Corporation is organized for the sole and specific purpose of engaging 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 who are duly licensed under the laws of the State of Florida to practice medicine herein.

This Professional Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

**Article IV**  
**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares having One Dollar (\$1.00) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article V**  
**Initial Registered Office and Agent**

**Section 5.1. Name and Address.** The street address of the initial registered office of this professional corporation is 1781 Garden Street, Titusville, FL 32796 and the name of the initial registered agent of this corporation at that address is MATTHEW LOUGHLIN, M.D.

**Article VI**  
**Directors**

**Section 6.1. Number.** This Professional Corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

**Section 6.2. Initial Director.** The name and street address of the member of the first board of directors of this Professional Corporation, who is licensed to practice medicine in the State of Florida, is:

**Name**

**Address**

MATTHEW LOUGHLIN, M.D. 1781 Garden Street  
Titusville, FL 32796

**Section 6.3. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **Article VII**

### **Bylaws**

**Section 7. 1. Bylaws.** The initial bylaws of this Professional Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **Article VIII**

### **Incorporator**

**Section 8. 1. Name and Address.** The name and street address of the incorporator of this Professional Corporation, who is licensed to practice medicine in the State of Florida, is:

MATTHEW LOUGHLIN, M.D. 1781 Garden Street  
Titusville, FL 32796

## **Article IX**

### **Amendment**

**Section 9. 1. Amendment.** This Professional Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six and sixty-six one-hundredth percent (66.66 %) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

## **Article X**

### **Dissolution**

**Section 10. 1. Dissolution.** The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least sixty-six and sixty-six one-hundredth (66.66%) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 2<sup>nd</sup> day of January, 2003

Matthew Loughlin M.D.  
MATTHEW LOUGHLIN, M.D.

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me by MATTHEW LOUGHLIN, M.D., this 2<sup>nd</sup> day of January, 2003, who ( ) is personally known to me or presented the following form of identification Florida drivers license.

Ruth S. Ellis  
Notary Public



Ruth S. Ellis  
MY COMMISSION # DD051714 EXPIRES  
July 9, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**Certificate Designating Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GREAT SOUTH BAY UROLOGY, P.A., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named MATTHEW LOUGHLIN, M.D., at 1781 Garden Street, Titusville, Florida 32796 its agent to accept service of process within this state.

By: Matthew Loughlin MD  
MATTHEW LOUGHLIN, M.D., President

STATE OF FLORIDA  
COUNTY OF BREVARD

**SWORN TO AND SUBSCRIBED** before me by MATTHEW LOUGHLIN, M.D., this 2<sup>nd</sup> day of January, 2003, who ( ) is personally known to me or presented the following form of identification: Florida drivers license

Ruth S. Ellis

Notary Public

My commission expires:



Ruth S. Ellis  
MY COMMISSION # DD031714 EXPIRES  
July 9, 2005  
BONDED THRU TROY FARM INSURANCE, INC.

**ACCEPTANCE**

I hereby agree to act as registered agent for GREAT SOUTH BAY UROLOGY, P.A., as stated in the Articles of Incorporation of said Corporation.

Matthew Loughlin MD  
MATTHEW LOUGHLIN, M.D.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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