

KEVIN J. HUBBART & ASSOCIATES
Business Attorneys Working With Businesses and Entrepreneurs

January 15, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

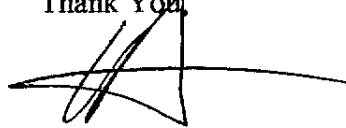
via Federal Express

RE: Corporate Filings

To Whom It May Concern:

Enclosed, please find Articles of Incorporation and a check for the filing fees for the same. Please file them and return the copies to my address listed on this letter. If you have any questions, please feel free to contact me at 727-723-3861 x321

Thank You

A handwritten signature in black ink, appearing to be 'Kevin J. Hubbard', written over a horizontal line.

Kevin J. Hubbard

Enc. Articles
Check

ARTICLES OF INCORPORATION

FOR

TAMPA BAY UROLOGY INSTITUTE, P.A.

FILED
04 JAN 16 PM 6:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The directors and shareholders listed herein, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the article of incorporation for the corporation:

ARTICLE I NAME

The name of the corporation shall be **TAMPA BAY UROLOGY INSTITUTE, P.A.**

ARTICLE II NATURE OF BUSINESS

The purpose of this corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medicine.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered agent, the principal office of the corporation and the mailing address of the corporation shall be:

420 Park Place
Suite 100
County of Pinellas
Clearwater, Florida 33759

and the name of the initial Registered Agent for the corporation at that address is:

Kevin J. Hubbard, Esq.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director. The initial sole shareholder and Board of Directors member shall be:

Dr. Mohamed Anis Helal
15918 Dawson Ridge Drive
Tampa, Florida 33647

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Kevin J Hubbart, Esq.
420 Park Place, Suite 100
Clearwater, Florida 33759



IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3rd day of January 2000.

Incorporator: _____

Kevin J. Hubbart


State of Florida
County of Pinellas

The foregoing instrument was executed and acknowledged
before me this 12th day of January, 2004,
by Kevin J. Hubbart, who is personally known to me.


NOTARY
 **Lynn A. Matthews**
Commission #DD246828
Expires: Oct 13, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent to accept the service of process for **Tampa Bay Urology Institute, P.A.** at the place designated in this statement, 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, I am familiar with and accept the obligations of my position as registered agent.



Kevin J. Hubbard, Registered Agent
Date: January 12, 2004

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CLERK OF STATE
TALLAHASSEE, FLORIDA