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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Othegny Urology Professionals, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
OTHEGUY UROLOGY PROFESSIONALS, P.A.**

In compliance with the requirements of F.S. Chapters 607 and 621, the undersigned acts as an incorporator in executing and filing these Articles of Incorporation for the purpose of forming a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is: Otheguy Urology Professionals, P.A.

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**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is: 2035 Little Road, Trinity, Florida 34652.

**ARTICLE III - PURPOSE**

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IIII- TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V - CAPITAL STOCK**

The capital stock of this professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is: 201 S. Westland Avenue, Tampa, Florida 33606. The name of the initial registered agent at that address is: Tina Dunsford, Esq.

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**ARTICLE VII – BOARD OF DIRECTORS**

The business of this professional service corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member. The name and address of the member of the first Board of Directors is:

Juan Othegny, M.D.  
2035 Little Road  
Trinity, Florida 34652

**ARTICLE VIII – INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation as incorporator is:

Tina Dunsford, Esq.  
201 S. Westland Avenue  
Tampa, Florida 33606

**ARTICLE IX – RESTRAINT ON ALIENATION OF SHARES**

The Shareholders of this professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholders becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholders shares of stock shall immediately become subject to purchase by this professional service corporation in accordance with the bylaws adopted by the shareholders.

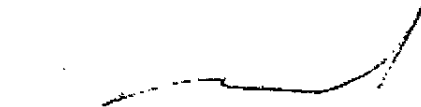
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ARTICLE X - AMENDMENTS

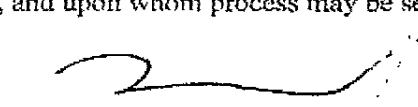
The corporation reserves the right to amend or repeal any provision in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on this 6<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Tina Dunsford  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Tina Dunsford, having been named to accept service of process at the registered office designated in the Articles of Incorporation for Otheguy Urology Professionals, P.A., desiring to organize under the laws of the State of Florida, with its principal office at 2035 Little Road, Trinity, Florida 34652, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

  
\_\_\_\_\_  
Tina Dunsford, Esq.  
Registered Agent

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