

P96000015383

HESSSEN,  
SCHIMMEL &  
DE CASTRO,  
P.A.  
Attorneys at Law

3101 Coral Way  
Penthouse Two  
Miami, Florida 33145

Telephone  
(305) 447-1112

Faustville  
(305) 444-6707

February 14, 1996

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

Re: Urology Care, Inc.

600001715846  
-02/15/96--01067--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

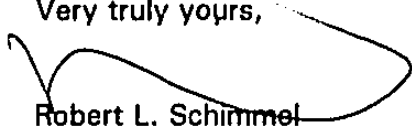
Enclosed please find an original and one copy of the Articles of Incorporation of the above referenced corporation along with a copy of the name reservation letter. Please file the original Articles of Incorporation, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

<u>x</u> Articles Of Incorporation filing fee:	\$ 35.00
<u>x</u> Certified copy of Articles Of Incorporation:	\$ 52.50
<u>x</u> Registered Agent Designation Filing Fee;	\$ <u>35.00</u>
Total Enclosed:	\$ <u>122.50</u>

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

  
Robert L. Schimmel

RLS:dlr  
Encl.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 15 PM 3:07

2/19/96

**ARTICLES OF INCORPORATION  
OF  
UROLOGY CARE, INC.**

**FILED**  
96 FEB 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be Urology Care, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State. The duration of this corporation shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America, or any other state, country, territory or nation.

**ARTICLE IV. CAPITALIZATION**

The aggregate number of shares which this corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of this corporation shall be: 3191 Coral Way, PH2, Miami, Florida 33145. The mailing address of the corporation shall be the same.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's initial registered office shall be: 3191 Coral Way, PH2, Miami, Florida 33145. The name of the initial registered agent for the corporation at that address is Robert L. Schimmel.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's initial Board of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.


#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator for this corporation is: Robert L. Schimmel.

#### **ARTICLE IX. AMENDMENT**


This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The foregoing Articles of Incorporation of Urology Care, Inc. were executed by the undersigned at Miami, Florida on this 14 day of February, 1996.

  
Robert L. Schimmel, Incorporator

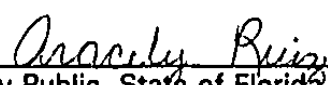
### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Urology Care, Inc., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

  
Robert L. Schimmel, Registered Agent

STATE OF FLORIDA     }  
                                  } ss  
COUNTY OF DADE     }

On this 14th day of February, 1996, Robert L. Schimmel, named above as the individual who shall serve as this corporation's initial registered agent and incorporator, known to me or who produced no as identification, personally appeared before me, and signed and acknowledged these Articles of Incorporation of Urology Care, Inc.

  
Notary Public, State of Florida

Articles of Incorporation  
Urology Care, Inc.  
Page 3



ARACELY RUIZ  
Commission CC0402023  
Expires Mar. 07, 1999  
Issued by HAI  
0000422-1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 15 PM 3:02

FILED

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**BROAD and CASSEL**  
ATTORNEYS AT LAW

BUILD 1100  
INNOVATION FINANCIAL CENTRE  
800 EAST INNOVATION BLVD  
FORT LAUDERDALE, FL 33304  
(305) 764-7000  
FAX (305) 945-0404  
TELECOPY (305) 761-8105

August 13, 1997

File No. 20608.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State  
Division of Corporation  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

200002267402--0  
-08/14/97--01108--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: Articles of Amendment to the Articles of Incorporation  
for Urology Care, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Urology Care, Inc. and a check made payable to the Secretary of State in the amount of ninety-six dollars and twenty-five cents (\$96.25) in payment of

- |  |                |
|--|----------------|
| 1. The filing fee for the Articles of Amendment        | \$35.00        |
| 2. One (1) certified copy of the Articles of Amendment | 52.50          |
| 3. A Certificate of Status                             | 8.75           |
|  | <u>\$96.25</u> |

Please send us a certified copy of the Articles of Amendment in the enclosed stamped envelope.

*Name change*  
*LF*  
*8-21-97*

7777 Glades Road  
Boca Raton, Florida 33434  
(407) 483-7000  
Telecopy (407) 483-7321

First Florida Bank Tower  
215 South Monroe Street  
Tallahassee, Florida 32301  
(904) 681-6810  
Telecopy (904) 681-9792

300 North Orange Avenue  
Orlando, Florida 32801  
(407) 836-4200  
Telecopy (407) 425-8377

Miami Center  
201 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 373-9400  
Telecopy (305) 373-9443

100 North Tampa  
Suite 3500  
Tampa, FL 33602  
(813) 225-3020  
Telecopy (813) 225-3039

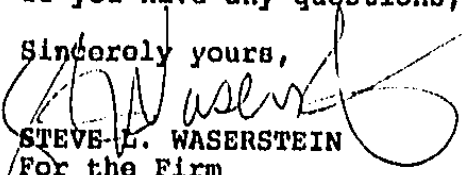
The Reflections Office Centre  
400 Australian Avenue South  
West Palm Beach, Florida 33401  
(407) 832-3300  
Telecopy (407) 856-1100

900 East Ocean Blvd.  
Suite 120  
Brent, Florida 34904  
(407) 283-3000  
Telecopy (407) 283-9622

Secretary of State  
August 13, 1997  
Page 2

If you have any questions, please do not hesitate to contact us.

Sincerely yours,



STEVE L. WASERSTEIN  
For the Firm

SLW/jp

Enc.

cc: William L. Pintauro, M.D.

**BROAD and CASSEL**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UROLOGY CARE, INC.

FILED  
97 AUG 14 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of Urology Care, Inc. ("Corporation"), is hereby deleted in its entirety and replaced with the following:

ARTICLE I

The name of the Corporation shall be **Aztec Medical Services, Inc.**

2. There is only one class of stock, common stock, issued and outstanding, and all owners of such stock are entitled to vote.

3. The foregoing Amendment was adopted, by the sole shareholder representing 100% of the issued and outstanding stock of this Corporation entitled to vote, on the ✓5 day of August, 1997. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

4. All of the Corporation's stock certificates will be cancelled and replaced with new stock certificates reflecting the above amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this ✓5 day of August, 1997.

  
MARTIN L. MADORSKY, PRESIDENT