

P96000070365  
Foley & Lardner  
Requestor's Name

Address  
City/State/Zip 333600 Phone //

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 12/20/00 BY 60322 UCBAW

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Physicians Alliance of Central Florida, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in  
☐ Mail out

☒ Pick up time 2<sup>00</sup>  
☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 AUG 23 PM 12:14

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
96 AUG 23 AM 9:32  
DIVISION OF CORPORATION

**PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC.**

**Articles of Incorporation**

**THE UNDERSIGNED**, acting as sole incorporator of **PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is **PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the corporation is 4106 West Lake Mary Blvd., Suite 115, Lake Mary, Florida 32746. The location of the principal office and the mailing address shall be subject to change as may be provided in bylaws duly adopted by the corporation.

**ARTICLE III**

**Shares**

The corporation shall have authority to issue One Hundred Thousand (100,000) shares of Common Stock, One Cent (\$0.01) par value per share.

**ARTICLE IV**

**Initial Registered Office and Agent**

The address of the initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32202-3527, and the initial Registered Agent at such address is F & L Corp.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 23 PM 12:14

**ARTICLE V**

**Incorporator**

The name and address of the sole incorporator of the corporation is:  
Christopher D. Rolle, c/o Poley & Lardner.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed  
by the undersigned incorporator this 21<sup>st</sup> day of August, 1996.

Christopher D. Rolle  
Christopher D. Rolle, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August,  
1996, by Christopher D. Rolle. Such person did not take an oath and: *(notary must check  
applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

Kelly Marie Braun  
Signature of Notary



Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

**PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC.**

**Acceptance of Appointment  
By Initial Registered Agent**


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 23 PM 12:14

**THE UNDERSIGNED**, a foreign corporation authorized to transact business in the State of Florida, having been named in Article IV of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 21<sup>ST</sup> day of August, 1996.

**REGISTERED AGENT:**

**F & L CORP.,**  
a Wisconsin corporation

By:   
John A. Sanders, Agent

**P96000070365**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**THE UROLOGY CENTER, INC., a Florida corporation, 600338  
CENTER FOR UROLOGY, INC., a Florida corporation, P96000013311**

**INTO**

**PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC., a Florida corporation,  
P96000070365**

**File date: October 10, 1996**

**Corporate Specialist: Darlene Connell**

P96000070365

Foley & Gardner

Requestor's Name

Address

City/State/Zip

Phone #

96 OCT 10

FILED

10 PM 1:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400001970224  
-10/10/96--01007--024  
\*\*\*157.50 \*\*\*157.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

300

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
96 OCT 10 AM 9:59  
DIVISION OF CORPORATION

Merger  
10/16/96

Examiner's Initials

**PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC.**

**Articles of Merger**

THESE ARTICLES OF MERGER, provide for the merger of THE UROLOGY CENTER, INC., a Florida corporation ("UC"), and CENTER FOR UROLOGY, INC., a Florida corporation ("CFU"), with and into PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC., a Florida corporation ("Physicians Alliance") which shall be the surviving corporation.

**ARTICLE I.**

**Plan of Merger**

A copy of the Plan of Merger pursuant to which UC and CFU will be merged with and into Physicians Alliance is attached hereto as **Exhibit "A"** and incorporated herein by reference.

**ARTICLE II.**

**Effective Date**

The merger of UC and CFU with and into Physicians Alliance shall be effective as of the date of filing of these Articles of Merger with the Department of State of the State of Florida.

**ARTICLE III.**

**Adoption of Plan of Merger**

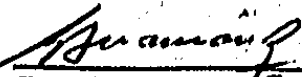
The Plan of Merger was approved by the unanimous written consent of the Board of Directors and majority consent of the shareholders of UC on September 30, 1996, pursuant to Florida Statutes Sections 607.0821, 607.0704 and 607.1101.

The Plan of Merger was approved by the unanimous written consent of the Board of Directors and majority consent of the shareholders of CFU on September 30, 1996, pursuant to Florida Statutes Sections 607.0821, 607.0704 and 607.1101.

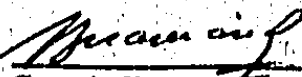
The Plan of Merger was approved by the unanimous written consent of the Board of Directors and majority consent of the shareholders of Physicians Alliance on September 30, 1996, pursuant to Florida Statutes Sections 607.0821, 607.0704 and 607.1101.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of the parties by their authorized officers as of the date first written above.

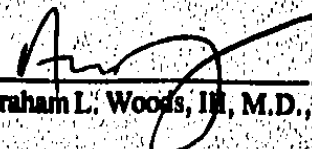
**PHYSICIANS ALLIANCE OF CENTRAL  
FLORIDA, INC.,** a Florida corporation

By:   
Gonzalo Huaman, M.D., President

**THE UROLOGY CENTER, INC.,**  
a Florida corporation

By:   
Gonzalo Huaman, M.D., President

**CENTER FOR UROLOGY, INC.,**  
a Florida corporation

By:   
Abraham L. Woods, III, M.D., President



## **PLAN OF MERGER**

This Plan and Agreement of merger ("Agreement") is entered into as of the 30 day of September, 1996, by and between PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC., a Florida corporation ("Physicians Alliance"), THE UROLOGY CENTER, INC., a Florida corporation ("UC") and CENTER FOR UROLOGY, INC., a Florida corporation ("CFU").

WHEREAS, Physicians Alliance has a capitalization of one hundred thousand (100,000) authorized shares of one cent (\$0.01) par value voting common stock of which three thousand (3,000) shares are issued and outstanding; and

WHEREAS, UC has a capitalization of five thousand (5,000) authorized shares of one dollar (\$1.00) par value voting common stock of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, CFU has a capitalization of one hundred (100) authorized shares of no par value voting common stock of which one hundred (100) shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that UC and CFU be merged into Physicians Alliance pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual provisions, agreements and covenants contained herein, and subject to the terms and conditions set forth below, the parties agree as follows:

1. **Merger.** UC and CFU shall merge with and into Physicians Alliance, which Physicians Alliance shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of UC and CFU shall cease, and Physicians Alliance shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of UC and CFU, without the necessity for any separate transfer. Physicians Alliance shall then be responsible and liable for all liabilities and obligations of UC and CFU, and neither the rights of creditors nor any liens on the property of UC and CFU shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of UC and CFU into shares, of the Physicians Alliance is as follows:

(a) Each share of the common stock of UC issued and outstanding on the effective date of the merger shall be converted into two (2) shares of common stock of Physicians Alliance which shares of common stock of Physicians Alliance shall then be issued and outstanding, resulting in a total of one thousand (1,000) shares of common stock of Physicians Alliance being issued to each of UC's two (2) shareholders.

(b) Each share of the common stock of CFU issued and outstanding on the effective date of the merger shall be converted into ten (10) shares of common stock of Physicians Alliance which shares of common stock of Physicians Alliance shall then be issued and outstanding resulting in a total of one thousand (1,000) shares of common stock of Physicians Alliance being issued to CFU's sole shareholder.

(c) The merger shall effect no change in any of the issued and outstanding shares of common stock of Physicians Alliance, and none of its shares shall be changed or converted as a result of the merger.

(d) The conversion shall be effective as follows: After the effective date of the merger, each holder of certificates for shares of common stock in either UC or CFU shall surrender them to Physicians Alliance or its duly appointed agent, in the manner that Physicians Alliance shall legally require. On receipt of the share certificates, Physicians Alliance shall issue and exchange certificates for shares of common stock in Physicians Alliance, representing the number of shares of stock to which the holder is entitled as provided above.

(e) Holders of certificates of common stock of UC or CFU shall not be entitled to dividends payable on shares of stock in the Physicians Alliance until certificates have been issued to those shareholders.

4. **No Changes in Articles of Incorporation.** The Articles of Incorporation of Physicians Alliance shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of Physicians Alliance shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of Physicians Alliance on the effective date of the merger shall continue as the directors and officers of Physicians Alliance for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.


9. **Indemnification.** UC and CFU shall defend, indemnify and hold Physicians Alliance harmless from and against any loss, damage, claim of third parties, actions, suits, demands, judgments or expense (including legal and other fees and charges) incurred by Physicians Alliance which arise out of or in connection with events or transactions of UC or CFU, respectively, occurring prior to the effective time of the merger. In computing the amount due to Physicians Alliance by reason of any claim for indemnification arising under this section 9, the aggregate

amount due to Physicians Alliance shall be reduced by the proceeds of any related insurance proceeds or recoveries which are received by Physicians Alliance.

10. **Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on the date first above written on behalf of the parties by their officers and pursuant to the authorization of their respective boards of directors and shareholders, in accordance with the requirements of Section 607.1101 of the Florida Statutes.


**PHYSICIANS ALLIANCE OF CENTRAL  
FLORIDA, INC.,** a Florida corporation

By:   
Gonzalo Human, M.D., President

**THE UROLOGY CENTER, INC.,**  
a Florida corporation

By:   
Gonzalo Human, M.D., President

**CENTER FOR UROLOGY, INC.,**  
a Florida corporation

By:   
Abraham L. Woods, III, M.D., President