



THE UNITED STATES  
CORPORATION  
COMPANY

996 000076015

ACCOUNT NO. : 072100000032

REFERENCE : 207439 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 31, 1996

ORDER TIME : 4:56 PM

ORDER NO. : 207439-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

6100002048056--1  
-01/02/97--01012--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: GULFSHORE UROLOGY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

N. HENDRICKS JAN - 8 1997

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
5 DEC 31 10 15  
TELEPHONE

RECEIVED  
5 DEC 31 AM 5:17  
IGN OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 2, 1997

CSC

TALLAHASSEE, FL

SUBJECT: GULFSHORE UROLOGY, P.A.

Ref. Number: P96000076015

We have received your document for GULFSHORE UROLOGY, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If the amendment is adopted by the shareholders, it must be signed by an officer or chairman of the board. If the amendment is adopted by a director it must be signed by a director or by the incorporator if adopted by the incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by

W97-322

section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 897A00000072



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 7, 1997

CSC

TALLAHASSEE, FL

SUBJECT: GULFSHORE UROLOGY, P.A.  
Ref. Number: P96000076015

We have received your document for GULFSHORE UROLOGY, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 797A00000653

ARTICLES OF AMENDMENT  
OF  
GULFSHORE UROLOGY, P.A.

FILED  
96 DEC 31 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation in accordance with the Florida Business Corporation Act, the Florida Professional Service Corporation Act and its Bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is KDC, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

#### ARTICLE IV

##### CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are Thomas B. Smith, 150 Second Avenue, North, Suite 1100, St. Petersburg, FL 33701.

#### ARTICLE VI

##### BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation are Kirk D. Cianciolo, 12812 Harborwood Drive, Largo, Florida 34644.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of this Corporation were Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

## ARTICLE VIII

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE IX

### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## ARTICLE X

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

The Amended Articles of Incorporation have been adopted by unanimous written action of the sole member of the Board of Directors and the sole shareholder of the Corporation pursuant to Section 607.1003, Florida Statutes, which vote was sufficient for approval dated Dec. 30, 1996.



The Articles of Amendment shall be effective as of December 31, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 31 day of December, 1996.

(CORPORATE SEAL)

GulfShore Urology, P.A.

By: Kirk D. Ciancolo  
Kirk D. Ciancolo, Director & President

118327