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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: UROVERSE, P.A.

AUDIT NUMBER.....H96000016617

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

UROVERSE, P.A.

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SECRET  
TALLAHASSEE, FLORIDA

The undersigned have executed these Articles of Incorporation for the purposes of forming a Professional Corporation for profit pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I. CORPORATE NAMES

The name of this corporation shall be:

UROVERSE, P.A.

ARTICLE II. CORPORATE ADDRESS/PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

747 Ponce de Leon, Suite 700  
Coral Gables, Florida 33134

ARTICLE III. NATURE OF CORPORATE BUSINESS AND POWERS

The nature of the business to be transacted by this corporation shall be and is to engage in every aspect and phase of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

Howard E. Kurzweil, P.A.  
328 Minorca Ave., 2nd Floor  
Coral Gables, FL 33134  
(305) 442-7085

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This Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of its professional services.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence, effective December 1, 1996.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Howard E. Kurzweil, Esquire  
328 Minorca Avenue  
Second Floor  
Coral Gables, Florida 33134

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ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-laws but shall never be less than one (2).

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the initial Directors of this corporation are:

Jose M. Wasmer, M.D.  
747 Ponce de Leon Blvd.  
Suite 700  
Coral Gables, Florida 33134

Luis F. Maggiolo, M.D.  
747 Ponce de Leon Blvd.  
Suite 700  
Coral Gables, Florida 33134

The persons named as initial Directors shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The names of the persons signing these Articles of Incorporation as incorporators are:

Jose M. Wasmer, M.D.  
Luis F. Maggiolo, M.D.

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

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Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the incorporators, have executed the foregoing Articles of Incorporation as of the 18 day of November, 1996.

  
Jose M. Wasmer, M.D.

  
Luis F. Maggiolo, M.D.

STATE OF FLORIDA )  
                          :SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 18 day of November, 1996, by Jose M. Wasmer, M.D. and Luis F. Maggiolo, M.D. who personally appeared before me at the time of notarization, and who are personally known to me or who produced Driver License and Social Security respectively, as identification.

NOTARY PUBLIC:

Sign 

Print Belkis Rodriguez

State of Florida at large

(Seal)

My Commission No. DAK150000007  
My Commission CC# 441107  
Expires Feb. 23, 1998  
Notary Public  
My Commission Expires:

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes.

That UROVERSE, P.A. desiring to organize under the laws of the State of Florida, with its initial registered office, at 328 Minorca Avenue, Second Floor, Coral Gables, Florida, has named Howard E. Kurzweil, Esquire, located at the Law Offices of Howard E. Kurzweil, 328 Minorca Avenue, Second Floor, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I 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, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Howard E. Kurzweil, Esquire

NOTICE: INFORMATION PROVIDED BY UROVERSE, INC.

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