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NAME: UROSURG CENTER OF MIAMI, INC.

AUDIT NUMBER.....H96000016618

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

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ARTICLES OF INCORPORATION  
OF

UROSURG CENTER OF MIAMI, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

UROSURG CENTER OF MIAMI, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

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

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Howard E. Kurzweil, P.A.  
328 Minorca Avenue, 2nd Floor  
Coral Gables, FL 33134  
(305) 442-7085  
Fl.Bar# 284416

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ARTICLE IVTERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VREGISTERED AGENT AND INITIAL REGISTERED OFFICE

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, ESQ.  
HOWARD E. KURZWEIL, P.A.  
328 Minorca Avenue, Second Floor  
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VIBOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIIINITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

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

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Louis 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 VIII

##### PRINCIPAL OFFICE

The principal office of the corporation is as follows:

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

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Howard E. Kurzweil, Esq.  
Howard E. Kurzweil, P.A.  
328 Minorca Avenue, Second Floor  
Coral Gables, Florida 33134

#### ARTICLE X

##### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

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officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XIAMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of 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 Incorporator, has executed the foregoing Articles of Incorporation as of the 21 day of November, 1996.

Howard E. Kurzweil, Esq.  
Howard E. Kurzweil, Esq.

STATE OF FLORIDA )

COUNTY OF DADE )

SS.

The foregoing instrument was acknowledged before me this 21 day of November, 1996, by Howard E. Kurzweil, who personally appeared before me at the time of notarization, and who is personally known to me and did take an oath.



DIANNE WALSH  
Comm. No. CC 560282  
My Comm. Exp. Aug. 23, 2000  
Bonded thru Pickard Ins. Agcy.

NOTARY PUBLIC:

Sign Dianne Walsh

Print \_\_\_\_\_

State of Florida at Large

(Seal)

My commission expires:

Commission No. \_\_\_\_\_

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

Pursuant to the provisions of Section 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That UROSURG CENTER OF MIAMI, INC., desiring to organize under the laws of the State of Florida, with its registered office at 328 Minorca Avenue, Second Floor, Coral Gables, Florida 33134, has named HOWARD E. KURZWEIL, ESQ., located at Howard E. Kurzweil, P.A., 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, Esq.

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