Linda L. Fleming

Via Overnight Delivery

101 East Kennedy Blvd. Suite 1030 Tampa, FL 33602 Telephone: 813-222-8180

Paz: \$13-222-\$189

January 10, 1997

Florida Department of State Division of Corporations 409 E. Gaines Tallahassee, FL 32301

RE: All Florida Urology Associates, Inc.

Dear Sir or Madam:

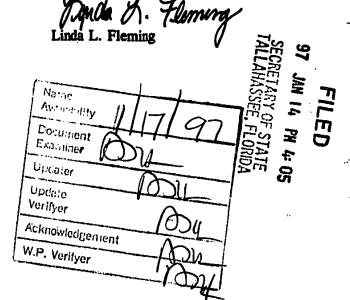
We have enclosed Articles of Amendment to the Articles of Incorporation of All Florida Urology Associates, Inc., as well as our firm's check in the amount of \$87.50 (\$35.00 filing fee and \$52.50 for a certified copy of the filing). Please file the enclosed Articles and return a certified copy to me in the enclosed, self-addressed envelope.

Thank you for your attention to this matter. If you have any questions or need further information, please call me.

Sincerely,

cc: Mr. William H. Tushinski

Dale S. Webber, Esquire



Pittaburgh | Harrisburg | Philadelphia | Mismi | Tampa | Lexington | Princeton |

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ALL FLORIDA UROLOGY ASSOCIATES, INC.

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Businesso. Corporation Act, All Florida Urology Associates, Inc., a Florida corporation, hereby adopts the following Articles of Amendments to its Articles of Incorporation:

ARTICLE I

The name of the corporation is All Florida Urology Associates, Inc. (the "Corporation").

ARTICLE II Text of Amendment

Article Three of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

ARTICLE THREE Capitalization

The aggregate number of shares of stock which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE III Date and Manner of Adoption

The amendment was adopted on December 11, 1996 by the sole incorporator of the Corporation. Because the Corporation has not issued any stock, shareholder approval was not required.

Dated this 238 day of December, 1996.

ALL FLORIDA UROLOGY ASSOCIATES, INC.

William H. Tushinski, Incorporator