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Buchanan Ingersoll  
PROFESSIONAL CORPORATION

Attorneys

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December 10, 1996

**VIA OVERNIGHT DELIVERY**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

40000202644--2  
-12/11/96--01082--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: All Florida Urology Associates, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the Florida business corporation to be known as All Florida Urology Associates, Inc.

Also enclosed is a check in the amount of \$70.00 to cover the applicable filing fees.

If possible please send confirmation of filing to me via facsimile on December 11, 1996, at fax number 813-222-8194. I am enclosing a postage paid envelope so that you may send me a copy of the confirmation by U.S. mail as well.

Thank you for your assistance with this matter.

Very truly yours,

Dale S. Webber

Enclosure  
DSW/taj

FILED  
96 DEC 11 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 12/12/96

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL FLORIDA UROLOGY ASSOCIATES, INC.**

FILED  
96 DEC 11 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a Corporation under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

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

**ARTICLE TWO**  
**PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 111 Second Avenue, N. E., Suite 1201, St. Petersburg, Florida 33701.

**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. The shares shall be evenly divided into two (2) classes: Class A Common Stock and Class B Common Stock. The only difference between the two classes shall be in voting rights. Class A Common Stock may vote on all matters except the sale of assets, merger, reorganization, or dissolution of the Corporation and Class B Common Stock may vote on all matters including the sale of assets, merger, reorganization, or dissolution of the Corporation.

**ARTICLE FOUR**  
**REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial registered office is 111 Second Avenue N.E., Suite 1201, St. Petersburg, Florida 33701, and the name of its initial registered agent at such office is William H. Tushinski.

**ARTICLE FIVE  
DIRECTORS**

The business of the Corporation shall be governed by a board of directors. The number of directors on the Board of Directors shall be set forth in the bylaws of the Corporation, as amended from time to time but shall never be less than one (1).

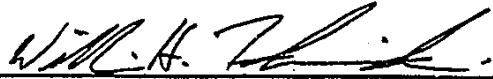
**ARTICLE SIX  
INCORPORATOR**

The name and address of the incorporator of the Corporation is: William H. Tushinski, 111 Second Avenue N.E., Suite 1201, St. Petersburg, Florida 33701.

**ARTICLE SEVEN  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 2 day of December, 1996.



William H. Tushinski  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the registered agent and to accept service of process for All Florida Urology Associates, Inc., at the place designated in the foregoing articles of incorporation, I hereby accept such 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 am familiar with and accept the obligations of my position as registered agent.



William H. Tushinski

Dated: December 2, 1996

FILED  
96 DEC 11 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA