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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

February 27, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32302

Re: Southeastern Urological Corporation, Inc.
Southeastern Urological Partners, Ltd.

Dear Sir or Madam:

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-03/04/97--01110--012
****122.50 ****122.50

Enclosed are the following documents for filing with your office:

1. Articles of Incorporation for Southeastern Urological Corporation, Inc. which includes a Certificate Designating Registered Agent (along with a check in the amount of \$122.50 - to cover the filing fee, designation of registered agent, and certified copy fee).
2. Affidavit regarding corporate name - clarifying that the persons who are officers, directors and shareholders of "Southeastern Urological Corporation, Inc." are the same persons who are officers, directors and shareholders of "Southeastern Urological Center, P.A."
3. Certificate of Limited Partnership of Southeastern Urological Partners, Ltd., Acceptance of Registered Agent and Affidavit of Capital Contributions (along a check in the amount of \$140.00 - to cover the filing fee, designation of registered agent, and certified copy fee).

If you have any questions or if any additional information is required, please contact my office. Your assistance in this matter is appreciated.

Sincerely,

Robert A. Pierce
Robert A. Pierce

/ss
Enclosures

B. REGISTER FEB 28 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SOUTHEASTERN UROLOGICAL CORPORATION, INC.

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.

Name and Principal Office

The name of this Corporation shall be **SOUTHEASTERN UROLOGICAL CORPORATION, INC.** The principal place of business and mailing address of this Corporation is 1315 Hodges Drive, Tallahassee, Florida 32308.

ARTICLE II.

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 200 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such

take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements. Each Shareholder shall have one vote for each share of stock issued to such Shareholder.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida *Business Corporation Act*.

**ARTICLE V.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.
Address of Registered Office and Registered Agent**

The street address of the Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the Registered Agent of the Corporation at the above address shall be H. Palmer Proctor. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VII.
Number of Directors**

This Corporation shall have seven Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE VIII.
Board of Directors

The Board of Directors shall consist of seven persons. The names and street addresses of the members of the Board of Directors of this Corporation who shall hold office until the annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Joseph L. Camps, M.D.
1315 Hodges Drive
Tallahassee, Florida 32308

David D. Miles, M.D.
1207 Hodges Drive
Tallahassee, Florida 32308

William E. Potts, M.D.
1207 Hodges Drive
Tallahassee, Florida 32308

Raleigh W. Rollins, M.D.
1207 Hodges Drive
Tallahassee, Florida 32308

W. Paul Sawyer, M.D.
1207 Hodges Drive
Tallahassee, Florida 32308

Scott B. Sellinger, M.D.
1207 Hodges Drive
Tallahassee, Florida 32308

James C. Springer, M.D.
1315 Hodges Drive
Tallahassee, Florida 32308

ARTICLE IX.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more

vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the officers are as follows:

President Raleigh W. Rollins, M.D.
 1207 Hodges Drive
 Tallahassee, Florida 32308

Vice Presidents W. Paul Sawyer, M.D.
 1207 Hodges Drive
 Tallahassee, Florida 32308

 James C. Springer, M.D.
 1315 Hodges Drive
 Tallahassee, Florida 32308

Secretary &
Treasurer Joseph L. Camps, M.D.
 1315 Hodges Drive
 Tallahassee, Florida 32308

ARTICLE X.
Transactions in Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(i) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the

contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

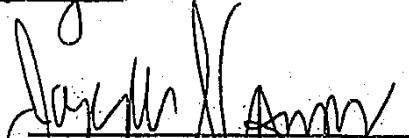
**ARTICLE XI.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.


**ARTICLE XII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

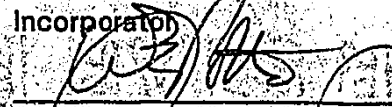
IN WITNESS WHEREOF, the undersigned, being the original subscribing
Incorporators to the foregoing Articles of Incorporation, has executed these Articles
of Incorporation this 25 day of February, 1997.



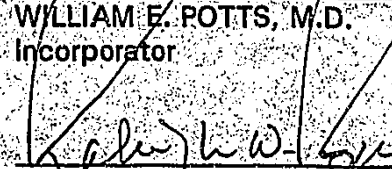
JOSEPH L. CAMPS, M.D.
Incorporator



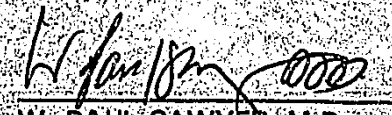
DAVID D. MILES, M.D.
Incorporator



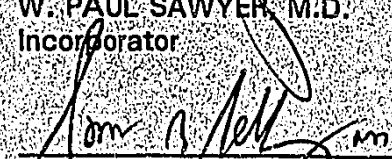
WILLIAM E. POTTS, M.D.
Incorporator



RALEIGH W. ROLLINS, M.D.
Incorporator



W. PAUL SAWYER, M.D.
Incorporator




SCOTT B. SELLINGER, M.D.
Incorporator

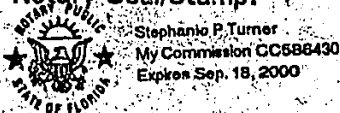


JAMES C. SPRINGER, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

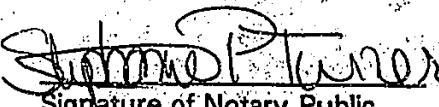
The foregoing instrument was acknowledged before me this 25 day of February, 1997, by JOSEPH L. CAMPS, M.D. who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:


STATE OF FLORIDA
COUNTY OF LEON

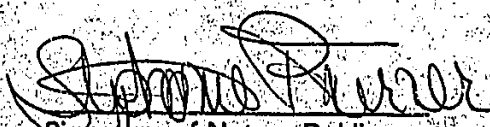
The foregoing instrument was acknowledged before me this 25 day of February, 1997, by DAVID D. MILES, M.D. who is personally known to me and who did not take an oath.

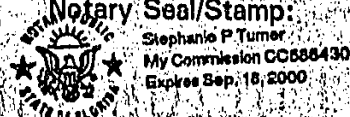

Signature of Notary Public

Notary Seal/Stamp:


STATE OF FLORIDA
COUNTY OF LEON


The foregoing instrument was acknowledged before me this 25 day of February, 1997, by WILLIAM E. POTTS, M.D. who is personally known to me and who did not take an oath.


Signature of Notary Public

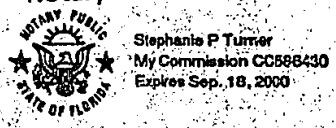
Notary Seal/Stamp:


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of February, 1997, by RALEIGH W. ROLLINS, M.D. who is personally known to me and who did not take an oath.

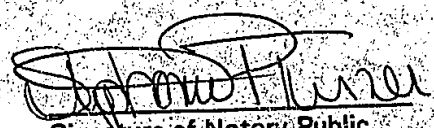

Signature of Notary Public

Notary Seal/Stamp:

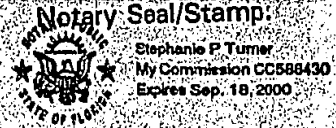


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of February, 1997, by W. PAUL SAWYER, M.D. who is personally known to me and who did not take an oath.

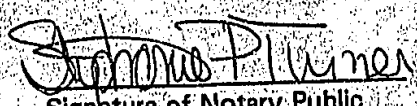

Signature of Notary Public

Notary Seal/Stamp:

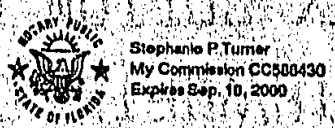


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of February, 1997, by SCOTT B. SELLINGER, M.D. who is personally known to me and who did not take an oath.

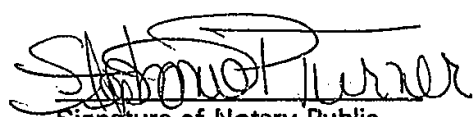

Signature of Notary Public

Notary Seal/Stamp:



STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 25th day of February, 1997, by JAMES C. SPRINGER, M.D. who is personally known to me and who did not take an oath.


Signature of Notary Public

Notary Seal/Stamp:




Stephanie P Turner
My Commission CC588430
Expires Sep. 18, 2000

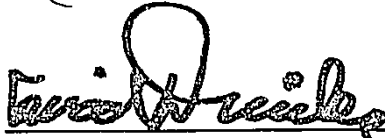
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and
607.0501, the following is submitted:


SOUTHEASTERN UROLOGICAL CORPORATION,
INC. desiring to organize as a
corporation under the laws of the state of Florida, has designated 227 South Calhoun
Street, Tallahassee, Florida 32301, as its initial registered office and has named H.
Palmer Proctor, located at said address, as its initial Registered Agent.



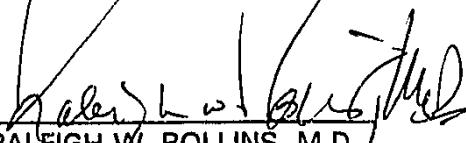
JOSEPH L. CAMPS, M.D.
Incorporator
Date: Feb 25, 1997



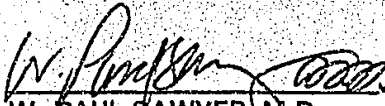
DAVID D. MILES, M.D.
Incorporator
Date: Feb 25, 1997

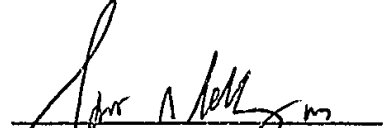



WILLIAM E. POTTS, M.D.
Incorporator
Date: Feb 25, 1997



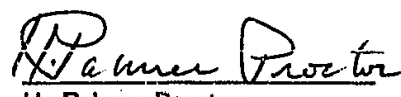
RALEIGH W. ROLLINS, M.D.
Incorporator
Date: Feb 25, 1997


W. PAUL SAWYER, M.D.
Incorporator
Date: Feb 25, 1997


SCOTT B. SELLINGER, M.D.
Incorporator
Date: Feb. 25, 1997


JAMES C. SPRINGER, M.D.
Incorporator
Date: Feb 25, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


H. Palmer Proctor
Registered Agent
Date: 2/27, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA