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Bruce H. Freedman
Board Certified Civil Trial
Layne Verebay
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Susan W. Freedman, R.N.
Paralegal

February 24, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

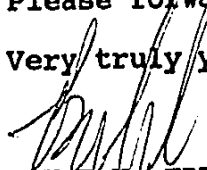
Re: South County Urologic Associates, P.A.

Dear Sir:

Enclosed please find the original and 1 copy of the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I am not requesting a certified copy. Please forward in the enclosed envelope.

Very truly yours,


BRUCE H. FREEDMAN
BHF:rjw
enc.

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-03/03/97--01124--010
*****70.00 *****70.00

FILED
97 MAR 17 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 7, 1997

BRUCE H. FREEDMAN, ESQUIRE
190 NE 199 STREET (IVES DAIRY ROAD)
SUITE 204
NORTH MIAMI BEACH, FL 33179

SUBJECT: SOUTH COUNTY UROLOGIC ASSOCIATES, P.A.
Ref. Number: W97000005451

We have received your document for SOUTH COUNTY UROLOGIC ASSOCIATES, P.A. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00011872

ARTICLES OF INCORPORATION

FILED

SOUTH COUNTY UROLOGIC ASSOCIATES, P.A.

97 MAR 17 AM 10:03

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is SOUTH COUNTY UROLOGIC ASSOCIATES, P.A. and its principal place of business is located at 5150 Linton Blvd., Suite 240, Delray Beach, Florida 33484.

ARTICLE II - DURATION

This corporation shall commence its existence upon receipt of these Articles by the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting a urologic medical practice and related activities.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock of one class with a par value of Fifty Cents (\$.50) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 190 N.E. 199th Street, Suite 204, North Miami Beach, Florida 33179 and the name of the initial registered agent of this corporation at that address is Bruce H. Freedman, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the directors of this corporation are:

Mark Ziffer, M.D.
5150 Linton Blvd., Suite 240
Delray Beach, Florida 33484

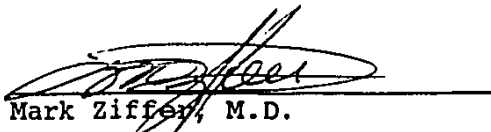
The name and address of the person signing these Articles is:

Mark Ziffer, M.D.
5150 Linton Blvd., Suite 240
Delray Beach, Florida 33484

ARTICLE VII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

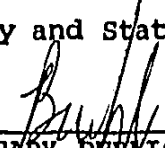
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 21st day of February, 1997.


Mark Ziffer, M.D.

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:

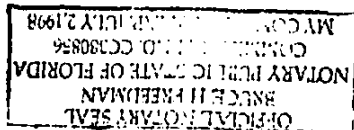
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Mark Ziffer, M.D. to me well known and known to be the person who executed the foregoing Articles of Incorporation of SOUTH COUNTY UROLOGIC ASSOCIATES, P.A., and he acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, said County and State, this 01 day of February, 1997.



NOTARY PUBLIC, State of
Florida at Large


My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA

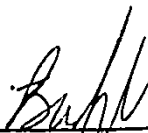
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, IN COMPLIANCE
WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SOUTH COUNTY UROLOGIC ASSOCIATES, P.A., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 5150 LINTON BLVD., SUITE 240
DELRAY BEACH, FLORIDA, 33484, STATE OF FLORIDA, HAS NAMED BRUCE H.
FREEDMAN LOCATED AT 190 N.E. 199TH STREET, SUITE 204, NORTH MIAMI
BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


MARK ZIFFER, M.D.

DATE: 2/21/97

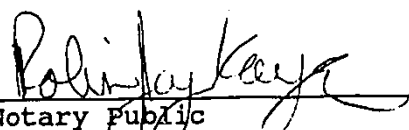
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

By: 
BRUCE H. FREEDMAN

DATE: 2-21-97

SWORN TO AND SUBSCRIBED before me this 21 day of February,
1997.

My commission expires:


Notary Public
State of Florida at Large

