City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Document #) (Corporation Name) (Corporation Name) (Document #) (Document #) (Corporation Name) Certified Copy Walk in Pick up time Certificate of States Will wait **→** Photocopy Mail out AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other OTHER FILINGS REGISTRATION QUALIFICATION Annual Report Foreign, Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION OF

CITRUS INCONTINENCE CLINIC, INC.

FILED

97 DEC -2 PH 2: 46

SECRETARY OF STATE
TALLAHASSEE, FLORID

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CITRUS INCONTINENCE CLINIC, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

9030 West Fort Island Trail Crystal River, Florida 34429

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares, one dollar par value. All such shares shall be of a single class, designated as common.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of Three (3) directors whose names are as follows:

TAL:16169:1

Phillip M. Bruner John R. DeGraw Michael Bays

The address of the directors is 9030 West Fort Island Trail, Crystal River, Florida 34429.

ARTICLE VI

The initial officers of the Corporation are as follows:

Phillip M. Bruner - President John R. DeGraw - Vice President Michael Bays - Secretary/Treasurer

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. If the required majority of the shareholders or directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

ARTICLE VIII

The initial registered agent of the corporation is James M. Barclay. The street address of the corporation's initial registered office is: 215 South Monroe Street, Suite 815, Tallahassee, Florida 32301.

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is: James M. Barclay, 215 South Monroe Street, Suite 815, Tallahassee, Florida 32301.

The undersigned incorporator has executed these Articles of Incorporation in Tallahassee, Leon County, on December 2, 1997.

James M. Barciay

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CITRUS INCONTINENCE CLINIC, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 9030 WEST FORT ISLAND TRAIL, CRYSTAL RIVER, FLORIDA 34429, STATE OF FLORIDA, HAS NAMED JAMES M. BARCLAY, 215 SOUTH MONROE STREET, SUITE 815, TALLAHASSEE, FLORIDA 32301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE

James M. Barclay

TITLE

Incorporator

DATE

December 2, 1997

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.

SIGNATURE:

James M. Barclay

DATE:

December 2, 1997