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January 14, 1998

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

100002407401--4

-01/21/98--01048--009

\*\*\*\*122.50 \*\*\*\*122.50

Attn: Teresa Brown

Re: Florida Urologic Specialists, P.A.

Dear Ms. Brown:

We are enclosing for filing in your office the Articles of Incorporation for a new Florida professional service corporation to be called Florida Urologic Specialists, P.A.

We are also enclosing a check payable to Florida Secretary of State in the total amount of \$122.50 to pay for the following services:

1. Filing fee - \$35.00;
2. Designation of and acceptance by registered agent - \$35.00; and
3. Certified copy of these documents as filed - \$52.50.

Thank you for your service to us in accepting and filing the enclosed Articles of Incorporation.

Sincerely,



Linda D. Bayliss  
Legal Assistant

LDB:rem  
Enclosures

c: Robert E. Rich, Esq.

FILED  
98 JAN 20 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-21-98

**ARTICLES OF INCORPORATION  
OF  
FLORIDA UROLOGIC SPECIALISTS, P.A.**

The undersigned incorporator, for the purpose of organizing a corporation (hereinafter called the "Corporation") under the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation for Corporation.

**ARTICLE ONE**

**NAME**

The name of the Corporation is Florida Urologic Specialists, P.A.

**ARTICLE TWO**

**PRINCIPAL OFFICE**

The street address of the initial principal place of business of the Corporation and its mailing address shall be 12651 Whitehall Drive, Ft. Myers, Florida 33907.

**ARTICLE THREE**

**PURPOSE**

The purpose for which the Corporation is organized is to do all or any of the following:

(a) To render professional medical services through its employed physicians licensed to practice medicine in Florida;

(b) To engage in business ventures in the general area of health care services and to engage in other activities that facilitate the efficient and competitive provision of health care services consistent with good medical practices; and

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TALLAHASSEE, FLORIDA

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(c) To engage in any lawful act or activity for which corporations may be formed under Sections 607.0301 and 621.05 of the Florida Statutes.

#### **ARTICLE FOUR**

##### **CAPITAL STOCK**

(a) The aggregate number of shares that the Corporation is authorized to have outstanding is Two Thousand (2,000) common shares, with a stated par value of \$1.00 per share. Only individuals who possess an unlimited license to practice medicine in the State of Florida shall be qualified to own shares.

(b) No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE FIVE**

##### **INITIAL REGISTERED OFFICE AND AGENT**

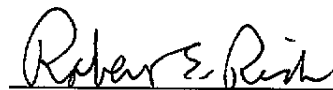
The name and address of the initial registered agent is James D. Borden, M.D., 12651 Whitehall Drive, Ft. Myers, Florida 33907.

**ARTICLE SIX**

**INCORPORATOR**

The name and address of the incorporator is Robert E. Rich, 1800 Star Bank Center, 425 Walnut Street, Cincinnati, Ohio 45202-3957.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 24th day of December, 1997.

A handwritten signature in cursive script that reads "Robert E. Rich". The signature is written in dark ink and is positioned above a horizontal line.

Robert E. Rich, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida:

1. The name of the Corporation is Florida Urologic Specialists, P.A.
2. The name and address of the registered agent and office is:

James D. Borden, M.D.  
12651 Whitehall Drive  
Ft. Myers, Florida 33907

FLORIDA UROLOGIC SPECIALISTS, P.A.

By: Robert E. Rich  
Robert E. Rich, Incorporator

Date: December 24, 1997

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

James D. Borden MD  
James D. Borden, M.D.

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