

P99000062988



ACCOUNT NO. : 072100000032

REFERENCE : 415137 4329479

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : October 15, 1999

ORDER TIME : 11:01 AM

3000003016143--1

ORDER NO. : 415137-005

CUSTOMER NO: 4329479

CUSTOMER: Janet N. Lockhart, Paralegal  
Baker & Hostetler  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: FLORIDA UROLOGY IPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: T. LEWIS OCT 15 1999

FILED  
99 OCT 15 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT 15 PM 2:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Amend*

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
FLORIDA UROLOGY IPA, INC.**

FILED  
99 OCT 15 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Sections 607.1005 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of FLORIDA UROLOGY IPA, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on July 15, 1999, under Charter No. P99000062988:

1. The incorporator of the Corporation wishes to change to the Articles of Incorporation prior to the issuance of shares of common stock of the corporation. Therefore, Article VII of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

**"ARTICLE VII**

**Board of Directors**

"1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, that vacancy may be filled by that certain corporate shareholder from which the vacancy was created, until the next election of directors by the shareholders."

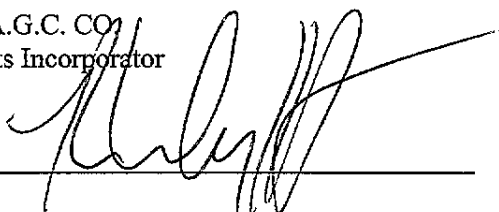
2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was adopted by the incorporator of the Corporation on the 14<sup>th</sup> day of October, 1999, and as no shares of the common stock of the Corporation have been issued to date, shareholder approval is not applicable.

DATED this 14<sup>th</sup> day of October, 1999.

FLORIDA UROLOGY IPA, INC.,  
a Florida corporation

By: A.G.C. CO  
its Incorporator

By: 

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 1999, by Kenneth C. Wright, as Vice President of A.G.C. CO., a Florida corporation, on behalf of the corporation. He/She is (a) X personally known to me, or (b)        has produced N/A as identification.

(NOTARY SEAL)



Janet Nicely Lockhart  
(Notary Signature)

JANET NICELY LOCKHART  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. 01/13/03

**FLORIDA UROLOGY IPA, INC.  
ACTION BY WRITTEN CONSENT OF THE INCORPORATOR  
IN LIEU OF A SPECIAL MEETING**

The undersigned, A.G.C. CO., being the incorporator of FLORIDA UROLOGY IPA, INC., a Florida corporation (the "Corporation"), hereby takes the following action in lieu of holding a special meeting, pursuant to the provisions of Section 607.1005 of the Florida Statutes:

WHEREAS, the Corporation was incorporated under the laws of the State of Florida on July 15, 1999, under Charter No. P99000062988, and

WHEREAS, A.G.C. CO., in its capacity of incorporator, desires to delete ARTICLE VII of the Articles of Incorporation in its entirety and insert therein the following:

**"ARTICLE VII**

**Board of Directors**

"1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

"2. If any vacancy occurs in the Board of Directors during a term, that vacancy may be filled by that certain corporate shareholder from which the vacancy was created, until the next election of directors by the shareholders."

Therefore, be it

RESOLVED, that Article VII of the Corporation's Articles of Incorporation be deleted in its entirety and amended as set out above.

The undersigned has executed this Action by Written Consent of the incorporator in Lieu of a Special Meeting to be effective as of the 14th day of October, 1999.

FLORIDA UROLOGY IPA, INC.,  
a Florida corporation

By: A.G.C. CO.  
its Incorporator

By:   
As Its: Vice President