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File Number 5832-260-1

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COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas,

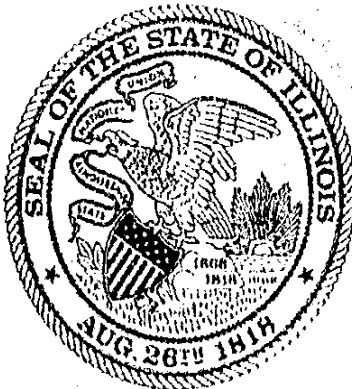
ARTICLES OF INCORPORATION OF
UROLOGY CONSULTANTS, S.C.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3RD
day of MAY A.D. 19 95 and of
the Independence of the United States the two
hundred and 19TH.



George H Ryan

Secretary of State

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PROPERTY OF

PROPERTY OF COOK COUNTY CLERK'S OFFICE

NO. 10000

Faint, illegible text, likely a document header or footer, possibly containing a date or reference number.

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

This space for use by Secretary of State

FILED

MAY 03 1995

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date: 5-3-95

Franchise Tax \$

Filing Fee \$ 2.15

Approved: _____

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. **CORPORATE NAME:** Urology Consultants, S.C.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** Gary S. Davidson 1 Walt
 First Name Middle Initial Last name

Initial Registered Office: 150 South Wacker Drive 900
 Number Street Suite #
Chicago IL 60606 Cook
 City Zip Code County

3. **Purpose or purposes for which the corporation is organized:**
 (If not sufficient space to cover this point, add one or more sheets of this size.)

See attached.

EXPEDITED

MAY 3 1995

SECRETARY OF STATE

4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ 1.00	10,000	1,000	\$ 1,000

TOTAL = \$ 1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS** See attached
Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated May 1, 19 95

Signature and Name	Address
1. <u>[Signature]</u> Signature <u>Gary I. Walt</u> (Type or Print Name)	1. <u>150 S. Wacker Drive, Suite 900</u> Street <u>Chicago</u> <u>Illinois</u> <u>60606</u> City/Town State Zip Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523

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Item 3 to the Articles of Incorporation of Urology Consultants, S.C.

To exercise all powers as may be permitted by law from time to time by a corporation organized under the Medical Practice Act and to own, operate and maintain an establishment for the study, diagnosis and treatment of human ailments and injuries, whether physical or mental, and to promote medical, surgical and scientific research and knowledge; provided that medical or surgical treatment, consultation or advice may be given by employees of the corporation only if they are licensed pursuant to the Medical Practice Act.

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Item 7 to the Articles of Incorporation of Urology Consultants, S.C.

No director of the corporation shall be personally liable to the corporation or its shareholders, for monetary damages for breach of his fiduciary duty as a director; provided, that nothing herein shall be construed to eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, (c) under Section 8.65 of the Illinois Business Corporation Act, as amended, or (d) for any transaction from which the director derived an improper personal benefit.

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