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LISA B. VESSELS, CP
CERTIFIED PARALEGAL
DIRECT DIAL: 305.960.2283
E-MAIL: lbvessels@duanemorris.com

www.duanemorris.com

November 7, 2006

VIA FEDEX

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Application of M. D. Anderson Physicians Network Corporation as a Foreign Not for Profit Corporation to Conduct its Affairs in Florida

To Whom It May Concern:

Enclosed please find the following materials required for the above-referenced filing:

1. Form Cover Letter
2. Completed application, with attachment listings of Corporate Officers and Board of Directors.
3. Texas Comptroller of Public Accounts Certificate of Account Status
4. Texas Secretary of State Certificate of Status
5. Articles of Incorporation and Amendments thereto.

Additionally, enclosed is a check in the amount of \$78.75 representing the requisite filing fee and fee required for the issuance of a Certificate of Status.

Sincerely,

Lisa B. Vessels, CP
Paralegal

Enclosures

DUANE MORRIS LLP

200 SOUTH BISCAYNE BOULEVARD, SUITE 3400 MIAMI, FL 33131-2397

PHONE: 305.960.2200 FAX: 305.960.2304

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: M. D. Anderson Physicians Network Corporation
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Hugh C. Wilfong II, President & CEO
(Name of Person)

M. D. Anderson Physicians Network
(Firm/Company)

7505 South Main Street, Suite 500
(Address)

Houston, Texas 77030
(City/State and Zip Code)

For further information concerning this matter, please call:

Tracey Jones (713) 745-9692
Laura Gilchrist at (713) 745-9690
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. M. D. Anderson Physicians Network Corporation
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 19, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)

7. 7505 South Main Street, Suite 500, Houston, Texas 77030
(Principal office address)

same as above
(Current mailing address)

8. To emphasize the clinical, educational, and scientific aspects of cancer care throughout Texas, the United States and certain foreign countries.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

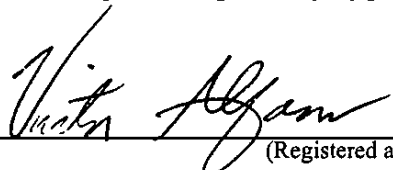
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Victor Alfano
Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Corporate Officers

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William A. Murphy, Jr., M.D.
Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John M. Skibber, M.D.
Vice Chairman

Hugh C. Wilfong II
President and Chief Executive Officer

William A. Hyslop
Vice President and Chief Operating Officer

Brigid Pace
Vice President

Eric A. Strom, M.D.
Secretary

7505 S. Main, Suite 500
Houston, Texas 77030
(713) 745-9600
FAX (713) 794-5025

wmurphy@mdanderson.org
jskibber@mdanderson.org
hwilfong@mdanderson.org
whyslop@mdanderson.org
bpacer@mdanderson.org
estrom@mdanderson.org

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 TALLAHASSEE, FLORIDA

**M. D. ANDERSON CANCER CENTER PHYSICIANS NETWORK
 BOARD OF DIRECTORS
 2005-2006**

<p>Therese Bevers, M.D. 1515 Holcombe Boulevard, Unit 1322 CPB2.3578b Houston, Texas 77030 Main: 713-785-8048 Fax: 713-745-8047 Assistant: Asuncion Moroi (58048)</p>	<p>Thomas D. Brown, M.D., MBA 1515 Holcombe Boulevard, Unit 426 FC10.2052 Houston, Texas 77030 Main: 713-792-2828 Fax: 713-745-1163 Assistants: Sylvia Bazan (54438)</p>
<p>Janet M. Bruner, M.D. 1515 Holcombe Boulevard, Unit 85 G1.3540 Houston, Texas 77030 Main: 713-792-6127 Fax: 713-792-4094 Assistant: Charlene D. Kesee (51613)</p>	<p>John J. Kavanagh, M.D. 1515 Holcombe Boulevard, Unit 1364 CPB6.3405 Houston, Texas 77030 Main: 713-792-7960 Fax: 713-745-1541 Assistant: Kim Williamson (31783)</p>
<p>Maurie Markman, M.D. 1515 Holcombe Boulevard, Unit 121 R11.2133b Houston, Texas 77030 Main: 713-745-7140 Fax: 713-563-9586 Assistant: Judy Vanoy (57139)</p>	<p>Kevin W. McEnery, M.D. 1515 Holcombe Boulevard, Unit 57 B3.4309 Houston, Texas 77030 Main: 713-745-3439 Fax: 713-792-3390 Assistant: Brenda Sommerville (52007)</p>
<p>William A. Murphy, Jr., M.D. 1515 Holcombe Boulevard, Unit 57 B3.4534 Houston, Texas 77030 Main: 713-792-4916 Fax: 713-796-4629 Assistant: N/A</p>	<p>John Skibber, M.D. 1515 Holcombe Boulevard, Unit 444 FC12.3004 Houston, Texas 77030 Main: 713-792-5165 Fax: 713-745-5680 Assistant: Sharon D. Jackson (25165)</p>
<p>Eric Strom, M.D. 1515 Holcombe Boulevard, Unit 1202 ACBP1.2849 Houston, Texas 77030 Main: 713-563-2300 Fax: 713-563-6940 Assistant: Marie Turner (55069)</p>	

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for M.D. ANDERSON PHYSICIANS NETWORK (file number: 132346201), a Domestic Nonprofit Corporation, was filed in this office on August 19, 1994.

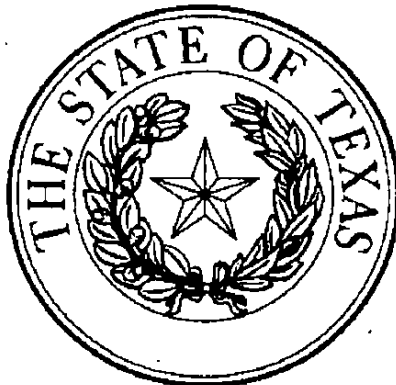
It is further certified that the entity status in Texas is in existence.

It is further certified that our records indicate C T CORPORATION SYSTEM as the designated registered agent for the above named entity and the designated registered office for said entity is as follows:

1021 MAIN STREET STE 1150

HOUSTON, TX - 77002 USA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 26, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA