

DEC. 6. 2007 12:55PM

TRENAM, KEMKER

NO. 9158 P. 1 P. 1

**F90914**

\* \* COMMUNICATION RESULT REPORT ( NOV 28 2007 3:53PM ) \* \* \*

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December 5, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, P.A.

880 SIXTH STREET SO

SUITE 140

ST. PETERSBURG, FL 33701US

SUBJECT: PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, P.A.

REF: F90914

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
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TRENAM, KEMKER

NO. 9158 P. 3  
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**AMENDMENT AND RESTATEMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, P.A.**

Document No. F90914

Pursuant to the provisions of the Florida Statutes, this Florida professional corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Amendment to the existing Articles of Incorporation being effected hereby is intended to convert the corporation from a professional service corporation, subject to the provisions of both Chapters 607 and 621, Florida Statutes, to a regular business corporation, subject only to the provisions of Chapter 607, Florida Statutes. Such conversion shall be effected by deleting in their entirety the existing provisions of Articles I, II, III, IV, V, VI VII, VIII, IX, X, XI and XII of the Articles of Incorporation, as previously amended, and substituting in their place the following Amended and Restated Articles of Incorporation:

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\*\*\*\*\*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, INC.**

**Article I - Name of Corporation**

The name of this corporation shall be: **PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, INC.**

**Article II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

801 Sixth Street South, Box 9010  
Saint Petersburg, Florida 33701

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Pediatric Hematology-Oncology Associates, P.A.  
Articles of Amendment of Articles of Incorporation

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### **Article III - Business and Purpose**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### **Article IV - Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of one dollar (\$1.00) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

### **Article V - Existence of Corporation**

This corporation shall have perpetual existence.

### **Article VI - Registered Office and Registered Agent**

The registered office of this corporation shall be located at 801 Sixth Street South, Saint Petersburg, Florida 33701, and the registered agent of this corporation at such office shall be Arnold T. Stenberg, Jr. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

### **Article VII- Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be

**Pediatric Hematology-Oncology Associates, P.A.**  
**Articles of Amendment of Articles of Incorporation**

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stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### **Article VIII - Bylaws**

(a) The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The Bylaws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### **Article IX - Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### **Article X - Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

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The foregoing Amended and Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of this corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of this corporation's Articles of Incorporation, as amended hereby, and the provisions of these Amended and Restated Articles of Incorporation.


This amendment to the Articles of Incorporation was approved by joint written consent of the shareholders and Board of Directors on November 26, 2007. The number of votes cast was sufficient for approval.

Pediatric Hematology-Oncology Associates, P.A.  
Articles of Amendment of Articles of Incorporation

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Upon the approval of this Amendment and Restatement of the Articles of Incorporation by the Department of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be superseded and thenceforth, the Amended and Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, this Amendment and Restatement of the Articles of Incorporation of PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, INC. has been executed on this 26<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Jerry L. Barbosa, M.D., President

DEC. 6. 2007 12:57PM

TRENAM, KEMKER

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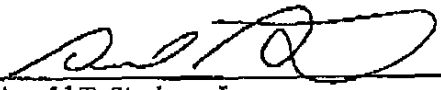
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**PEDIATRIC HEMATOLOGY-ONCOLOGY ASSOCIATES, P.A.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 26th day of November, 2007.

  
\_\_\_\_\_  
Arnold T. Stenberg, Jr.

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