

F96000002270

TO: Qualification/Tax Lien Section  
Division of Corporations

300001786003  
-04/18/96--01099--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: THE CANCER GROUP INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MR. MICHAEL BRAHAM  
(Name of Person)

THE CANCER GROUP, INC  
(Firm/Company)

1814 N.E. MIAMI GARDENS DR. #307  
(Address)

NORTH MIAMI BEACH, FL 33179  
(City/State/Zip)

FILED  
56 MAY -6 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

MR. MICHAEL BRAHAM at (305) 949-9397  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 18, 1998

**MICHAEL BRUHAM  
THE CANCER GROUP, INC.  
1814 NE MIAMI GARDENS DR., #307  
NORTH MIAMI BEACH, FL 33179**

**SUBJECT: THE CANCER GROUP, INC.  
Ref. Number: W96000008437**

We have received your document for THE CANCER GROUP, INC. and your check(s) totalling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 096A00018319

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. THE CANCER GROUP INCORPORATED  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. DELAWARE U.S.A  
(State or country under the law of which it is incorporated)

3. 960059513-2597137  
(FE) number, if applicable)

4. FEBRUARY 29, 1996  
(Date of Incorporation)

5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")

6. (PENDING APPROVAL)  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1814 N.E. MIAMI GARDENS DR #307  
NORTH MIAMI BEACH, FL 33179  
(Current mailing address)

8. INFORMATION BUREAU  
(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 or Mail Drop Box acceptable)

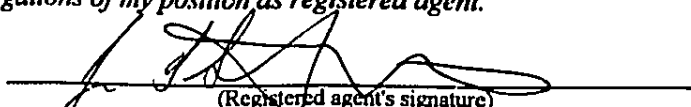
Name: MR. JORDAN STERNS

Office Address: 909 W. 47TH STREET

MIAMI BEACH, , Florida, 33140  
(Zip Code)

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.

  
(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.

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95 MAY -6 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: MICHAEL BRAHAM  
Address: 1836 N.E. 163<sup>RD</sup> STREET, N.M.B. FL 33162

Vice Chairman: LINDA BRAHAM  
Address: 17620 NE 9TH AVE  
NORTH MIAMI BEACH - FLORIDA 33162

Director: J. BENJAMIN STERNS M.D.  
Address: 20533 BISCAYNE BLVD #333  
NORTH MIAMI BEACH, FL 33180

Director: MICHAEL BRAHAM  
Address: 17620 NE 9TH AVE  
NORTH MIAMI BEACH - FL - 33162

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MICHAEL BRAHAM  
Address: 1836 N.E. 163<sup>RD</sup> STREET  
NORTH MIAMI BEACH, FL 33162

Vice President: MICHAEL BRAHAM  
Address: 17620 NE 9TH AVE  
NORTH MIAMI BEACH - FL - 33162

Secretary: J. BENJAMIN STERNS M.D.  
Address: 20533 BISCAYNE BLVD #333  
NORTH MIAMI BEACH, FL 33180

Treasurer: LINDA BRAHAM  
Address: 17620 NE 9TH AVE NORTH MIAMI BEACH - FL - 33162

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

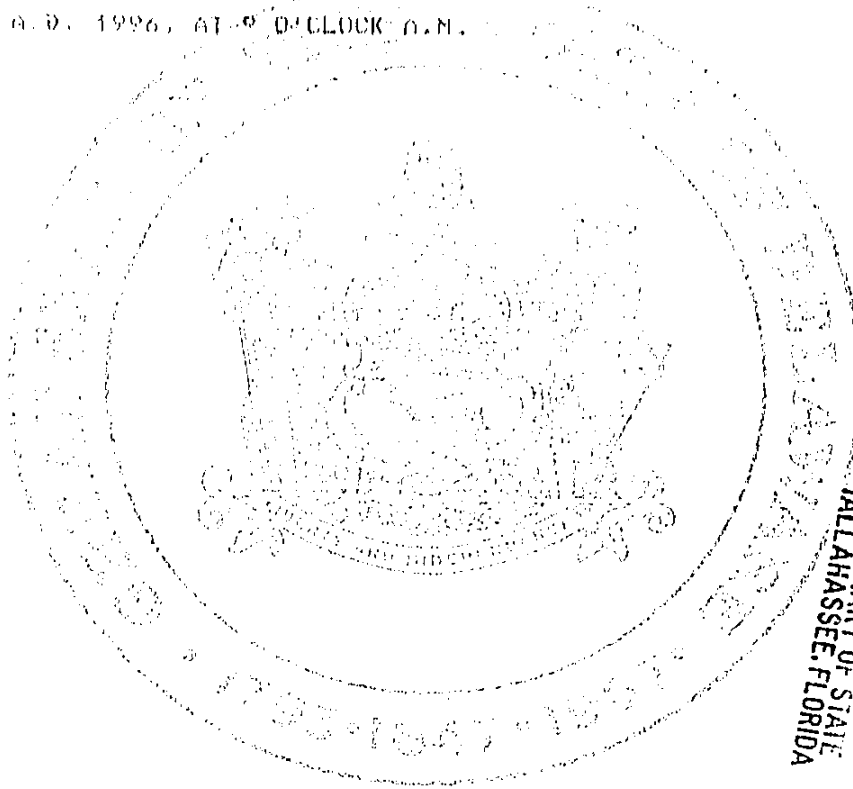
13. Michael Brahm Chairman  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL BRAHAM CHAIRMAN  
(Typed or printed name and capacity of person signing application)

FILED  
96 MAY -6 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE CANCER GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.



**FILED**  
 96 MAY -6 AM 9:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



2597137 8100

960106434

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7905580

04-12-96

**CERTIFICATE OF INCORPORATION  
OF**

**THE CANCER GROUP, INC.  
A CLOSE CORPORATION**

**FIRST:** The name of this corporation is THE CANCER GROUP, INC.

**SECOND:** Its registered office in the State of Delaware is to be located at Three Christmas Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

**THIRD:** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The amount of total authorized shares of stock of this corporation is 1,500 shares of  
NO par value.

**FIFTH:** The name and mailing address of the incorporator is:  
Regina Cephas, Three Christmas Centre, 201 N. Walnut St., Wilmington DE 19801

**SIXTH:** All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

**SEVENTH:** All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

**EIGHTH:** The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

**NINTH:** Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

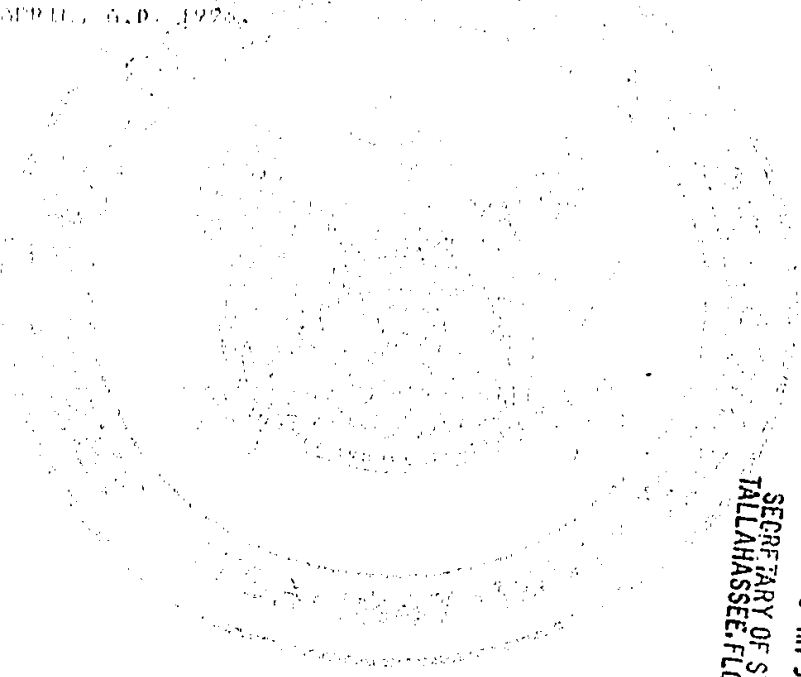
I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: FEBRUARY 29, 1996

*Regina Cephas*

*State of Delaware*  
**Office of the Secretary of State**

THE STATE OF DELAWARE, SECRETARY OF STATE, OF THE STATE OF  
 DELAWARE, DO HEREBY CERTIFY THAT THE ABOVE NAMED COMPANY WAS  
 INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN  
 GOOD STANDING, AND HAS A LEGAL CORPORATE EXISTENCE GOING AS THE  
 RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF  
 APRIL, A.D. 1926.



**FILED**  
 96 MAY - 6 AM 9:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

04-25-96