



Buchanan Ingersoll
ATTORNEYS

R. Andrew Rock
813-222-8186
rockra@bipc.com

NO/00000000554

February 2, 2001

PRINCIPAL LOCATIONS

PHILADELPHIA
PITTSBURGH
PRINCETON
LONDON
MIAMI
BUFFALO
NEW YORK CITY
HARRISBURG
TAMPA
WASHINGTON, DC

VIA FEDERAL EXPRESS

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Moffitt Morton Plant Cancer Care
Network, Inc.

Dear Sir or Madam:

800003633548--9
-02/05/01--01115--016
*****78.75 *****78.75

We have enclosed an original and one (1) copy of the Articles of Incorporation for Moffitt Morton Plant Cancer Care Network, Inc., a new Florida not for profit corporation, and a check in the amount of \$78.75. The check is for the \$70.00 filing fee and \$8.75 for a certified copy of the Articles.

Thank you for your assistance in this matter. If you have any questions or need further information, please call me.

Sincerely,

Andrew Rock
R. Andrew Rock

LLF\bc

Enclosures

cc: Mr. John A. Kolosky (w/enclosures)
Mr. Tim McMahon (w/enclosures)
Ronald A. Christaldi, Esq. (w/enclosures)
Emil C. Marquardt, Jr., Esq. (w/enclosures)

FILED
01 FEB -5 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MOFFITT MORTON PLANT CANCER CARE NETWORK, INC.**

The undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be MOFFITT MORTON PLANT CANCER CARE NETWORK, INC.

ARTICLE II

PRINCIPLE OFFICE

Principal Office. The location of the principal office and place of business of the Corporation shall be at Powell Cancer Center, 303 Pinellas Street, Clearwater, Florida 33756, or at such other place as the Board of Directors may, from time to time, determine by majority vote.

The Board of Directors shall make any filing and take any other action required by applicable law in connection with the change and shall give notice to all Members of the new location of the Corporation's principal place of business promptly after the change becomes effective. The Board of Directors may establish and maintain additional places of business for the Corporation.

ARTICLE III

CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. ("Cancer Center"), a Florida not for profit corporation which is an organization described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(a)(iii) of the Internal Revenue Code; and the Morton Plant Hospital Association, Inc. ("Morton Plant"), a Florida not for profit corporation which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

3.1 Develop a coordinated network of ambulatory radiation therapy, medical oncology infusion services, diagnostic, screening and consultative cancer services in the service area comprised of the Florida counties of Pinellas, Hernando and Pasco (collectively, the "Service Area");

3.2 Improve access to quality cancer care in the Service Area;

3.3 Implement a mechanism for involving Cancer Center clinical experts in comprehensive treatment planning for Morton Plant patients through second opinions and telemedicine consultative services;

3.4 Expand the clinical research efforts of the Cancer Center;

3.5 Actively support research that contributes to the prevention and cure of cancer;

3.6 Establish a mechanism for transferring new technologies from the academic setting to community oncology care;

3.7 Standardize clinical care through use of nationally recognized, outcome based guidelines;

3.8 Except as expressly otherwise provided herein, to engage in such other business that may be approved by majority vote of the Board of Directors, subject to Section 617.0301, Florida Statutes; and

3.9 Otherwise operate exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in the course of which operation:

3.9.1 No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or individual except in the form of reasonable compensation for services rendered the Corporation which are unrelated to Board of Director duties; and

3.9.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

4.1 Powers. The Corporation shall not undertake or conduct any fundraising activities. Likewise, the Corporation shall not engage in any research activities or receive any research funds, all of which shall be the right of the Members individually, or collaboratively by separate written agreement of the Members. Without limiting the following enumerated powers,

the Corporation may carry out its objectives and accomplish its purposes as principal or agent, directly or indirectly, through one or more of its subsidiaries or affiliates, alone or with associates, or as a member or as a participant in any firm, association, trust, partnership or other entity. Although the Corporation may engage in any or all of the below-listed activities, the Corporation need not engage in any one or more of them. Except as otherwise provided herein and subject to the reserved authority of the Members as set forth in Article V (Membership) hereof, the Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs including without limitation, those powers set forth in Section 617.0302, Florida Statutes, and the following powers:

4.1.1 To make such investments as the Board of Directors deems advisable and approves;

4.1.2 To have and maintain one or more offices within or without the State of Florida, and in connection therewith to rent, lease, or purchase office space, facilities, and equipment, to engage and pay personnel and do such other acts and things and incur such other expenses on its behalf as may be necessary or advisable in connection with the maintenance of such offices or the conduct of the Entity;

4.1.3 To open, maintain, and close bank accounts, and to draw checks and other orders for the payment of money;

4.1.4 To employ and dismiss from employment any and all employees, agents or independent contractors;

4.1.5 To enter into, make and perform all such contracts, agreements and other undertakings, including indemnity agreements, as may be necessary or advisable or incident to carrying out the foregoing purposes; and

4.1.6 To take such other actions as the Board of Directors may deem necessary or advisable in connection with the foregoing and the purposes of the Corporation, including the retention of agents, independent contractors, attorneys, accountants and other experts selected by the Board of Directors on behalf of, and at the expense of, the Corporation, and in connection with the preparation and filing of all Corporation tax returns.

4.2 Limitations on Powers. The Corporation shall not have the power to:

4.2.1 Issue stock, nor pay dividends;

4.2.2 Attempt to influence legislation as a substantial part of its activities;

4.2.3 Allow any part of its income to inure to the benefit of directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to Board duties;

4.2.4 Participate to any extent in any political campaign for or against any candidate for public office; or

4.2.5 Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

MEMBERSHIP

5.1 Members. The members of the Corporation shall be the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. and Morton Plant Hospital Association, Inc., who shall be the sole voting members of the Corporation.

5.2 Authority of the Members. Except as otherwise expressly provided herein, no Member, acting alone, shall have any authority to act for, or undertake or assume any obligation or responsibility on behalf of, the other Member or the Corporation. To the greatest extent permitted by law, the provisions contained in this Section 5.2 (Authority of the Members) shall supercede any authority granted to the Members pursuant to Chapter 617, Florida Statutes. Any Member who takes any action or binds the Corporation in violation of this Section 5.2 shall be solely responsible for any loss or expense incurred as a result of the unauthorized action. Unless otherwise agreed to in writing by the Members, the Members collectively shall, in addition to any other power granted to the Members in the Bylaws, have the exclusive right, power and authority to take the following actions and no such action shall be taken without the unanimous approval of the Members:

5.2.1 Approve and amend the business plan of the Corporation, including geographical expansion and expansion of services, or the marketing plan of the Corporation;

5.2.2 Approve and amend the operating and capital budget, including approving the annual budget and strategic plan for the Corporation, and any material amendments and supplements thereto;

5.2.3 Approve and amend the mission statement of the Corporation;

5.2.4 Approve of any additional capital contributions to the Corporation;

5.2.5 Make changes to policies for conferring benefits upon its Members in conformity with its purpose;

5.2.6 Amend the governing documents of the Corporation (including these Articles of Incorporation and the Bylaws);

5.2.7 Appoint the initial Administrative Director, Chief Medical Officer, Chairperson, Secretary-Treasurer, and Chief Financial Officer. After the first slate of said Officers is approved, the Board of Directors shall thereafter appoint said Officers.

5.2.8 Approve any issuance of debt;

5.2.9 Make, execute or deliver on behalf of the Corporation any assignment for the benefit of creditors or any guarantee, indemnity bond, or surety bond, or any equivalent thereof;

5.2.10 Dissolution of the Corporation;

5.2.11 Approve any change of the Corporation's fiscal year;

5.2.12 Approve the conveyance, sale, transfer, assignment, pledge, encumbrance, or disposal of, or the granting of a security interest in, any assets of the Corporation which are in excess of \$250,000.00;

5.2.13 Approve the entry of the Corporation into any partnership or joint venture;

5.2.14 Approve of the entrance by the Corporation into any real estate lease with a value greater than \$250,000.00 or the acquisition by the Corporation of any real estate with a value in excess of \$250,000.00;

5.2.15 Approve any tax elections of the Corporation;

5.2.16 Approve the acquisition of any business or a business division from any person whether by asset purchase, stock purchase, merger or other business combination where the acquisition exceeds \$250,000.00;

5.2.17 Approve the transfer of any assets of the Corporation, or any interest therein, other than in the ordinary course of business, the fair market value of which may reasonably be expected to exceed \$250,000.00; and

5.2.18 Approve of any expenditures in excess of \$250,000.00.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence.

ARTICLE VII

MANAGEMENT

7.1 Board of Directors

7.1.1 Except as reserved to the Members in Section 5.2 (Authority of the Members) hereof, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, and the Board of Directors shall have all power and authority to manage, and direct the management and the business and affairs of the Corporation. Any power not delegated pursuant to a policy of delegation adopted by the Board of Directors shall remain with the Board of Directors. Subject to Section 5.2 (Authority of the Members) hereof, approval by or action taken by the Board of Directors shall constitute approval or action by the Corporation and shall be binding on the Members.

7.1.2 Subject to Section 617.0801, Florida Statutes, the Board of Directors shall consist of not less than six (6) nor more than eight (8) individual Directors, as the Members deem appropriate; provided that there shall at all times be an even number of Members. An equal number of Directors shall be designated by the Cancer Center and by Morton Plant, and all Directors shall be unanimously approved by the Members. Any Member whose Membership Interest (as defined in the Member Agreement) is reduced by fifteen percent (15%) or more pursuant to the Member Agreement executed on the 1st day of September, 2000 and as it may be

amended thereafter ("Member Agreement") shall lose one (1) Director for each fifteen percent (15%) reduction in its Membership Interest (and any Member whose Membership Interest is increased by fifteen percent (15%) or more shall gain one (1) Director for each fifteen percent (15%) increase). Such Member may regain its Director(s) by regaining its Membership Interest pursuant to the Member Agreement. One (1) Director of each respective Member shall represent the management of that Member, one (1) Director of each respective Member shall be a physician and represent the physicians associated with that Member, one (1) Director of each respective Member shall be a person representing the community who is associated with that Member and who may also be a member of the respective Member's board of Directors, and, if appropriate due to there being eight (8) Directors on the Board of Directors, one (1) Director of each representative shall be any person associated with or chosen by that Member. All Directors shall be subject to the qualifications of Directors set forth in Section 617.0802, Florida Statutes. Each Director shall serve (i) for three (3) years and until a successor is designated by the Member that designated them and such successor is qualified, or (ii) their earlier resignation, removal, death, or inability to serve. Any Director may resign at any time upon providing written notice to the Corporation and the Member that designated the Director. No term limits shall be imposed except by unanimous agreement of the Members. Vacancies of the Board of Directors shall be filled by the Member that designated the Director previously holding the position which is then vacant. The Administrative Director and Chief Medical Officer of the Corporation shall be non-voting ex-officio members of the Board of Directors. The Directors shall serve without compensation from the Corporation.

7.1.3 The Board of Directors may, by resolution, stagger the terms of Directors by dividing Directors into three (3) classes and appointing Directors to hold office for initial terms not exceeding three (3) years. Directors may be elected so that the term of the first class expires at the

first annual meeting of the Board of Directors; the term of the second class expires one (1) year later; and the term of the third class expires two (2) years later. At each annual election held after the classification and election of Directors pursuant to this section, Directors shall be appointed to full three (3) year terms.

7.1.4 Subject to this Article VII, initial Directors shall be determined at the organizational meeting of the Corporation.

7.1.5 The officers of the Corporation shall be an Administrative Director, a Chief Medical Officer, a Chairperson, a Secretary-Treasurer and a Chief Financial Officer. These officers shall be appointed by the unanimous approval of the Members. Any other officers shall be selected and appointed as provided in the Bylaws. The authority and responsibility of the officers shall be as set forth in the Bylaws.

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporators of the Corporation are:

Tim McMahon
303 Pinellas Street
Clearwater, Florida 33756

John A. Kolosky
12902 Magnolia Drive
Tampa, Florida 33682

ARTICLE IX

AMENDMENTS TO BYLAWS AND

ARTICLES OF INCORPORATION

These Articles and the Bylaws of the Corporation may be adopted, altered, amended or repealed only by a unanimous approval of the Members.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at Powell Cancer Center, 303 Pinellas Street, Clearwater, Florida 33756, and hereby designates Tim McMahon as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected duly designated.

ARTICLE XI

INDEMNIFICATION

Except as expressly agreed by the Members, the indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law.

ARTICLE XII

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Members as may be unanimously agreed by the Members.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this

27 day of December, 2000.

Name: Tim McMahon
Tim McMahon

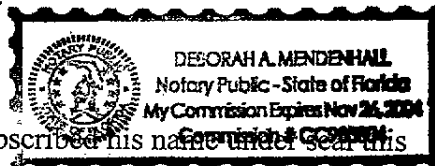
STATE OF FLORIDA
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Tim McMahon, well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of December, 2000.

Desorah A. Mendenhall
Notary Public

My Commission Expires:



IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this

11 day of December, 2000.

Name: John A. Kolosky
John A. Kolosky

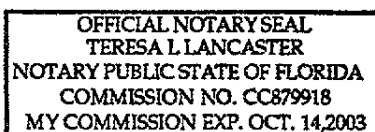
STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared John A. Kolosky, well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of December, 2000:

Teresa L. Lancaster
Notary Public

My Commission Expires: Oct 14, 2003



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Tim McMahon

Date: 12/27/00

FILED
01 FEB -5 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Buchanan Ingersoll
ATTORNEYS

R. Andrew Rock
813-222-8186
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February 2, 2001

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Network, Inc.

Dear Sir or Madam:

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Thank you for your assistance in this matter. If you have any questions or need further information, please call me.

Sincerely,

Andrew Rock
R. Andrew Rock

LLF\bcs

Enclosures

cc: Mr. John A. Kolosky (w/enclosures)
Mr. Tim McMahon (w/enclosures)
Ronald A. Christaldi, Esq. (w/enclosures)
Emil C. Marquardt, Jr., Esq. (w/enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MOFFITT MORTON PLANT CANCER CARE NETWORK, INC.**

FILED
01 FEB -5 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being of full age, for the purpose of forming a Corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be MOFFITT MORTON PLANT CANCER CARE NETWORK, INC.

ARTICLE II

PRINCIPLE OFFICE

Principal Office. The location of the principal office and place of business of the Corporation shall be at Powell Cancer Center, 303 Pinellas Street, Clearwater, Florida 33756, or at such other place as the Board of Directors may, from time to time, determine by majority vote.

The Board of Directors shall make any filing and take any other action required by applicable law in connection with the change and shall give notice to all Members of the new location of the Corporation's principal place of business promptly after the change becomes effective. The Board of Directors may establish and maintain additional places of business for the Corporation.

ARTICLE III

CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. ("Cancer Center"), a Florida not for profit corporation which is an organization described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(a)(iii) of the Internal Revenue Code; and the Morton Plant Hospital Association, Inc. ("Morton Plant"), a Florida not for profit corporation which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

3.1 Develop a coordinated network of ambulatory radiation therapy, medical oncology infusion services, diagnostic, screening and consultative cancer services in the service area comprised of the Florida counties of Pinellas, Hernando and Pasco (collectively, the "Service Area");

3.2 Improve access to quality cancer care in the Service Area;

3.3 Implement a mechanism for involving Cancer Center clinical experts in comprehensive treatment planning for Morton Plant patients through second opinions and telemedicine consultative services;

3.4 Expand the clinical research efforts of the Cancer Center;

3.5 Actively support research that contributes to the prevention and cure of cancer;

3.6 Establish a mechanism for transferring new technologies from the academic setting to community oncology care;

3.7 Standardize clinical care through use of nationally recognized, outcome based guidelines;

3.8 Except as expressly otherwise provided herein, to engage in such other business that may be approved by majority vote of the Board of Directors, subject to Section 617.0301, Florida Statutes; and

3.9 Otherwise operate exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in the course of which operation:

3.9.1 No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or individual except in the form of reasonable compensation for services rendered the Corporation which are unrelated to Board of Director duties; and

3.9.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

4.1 Powers. The Corporation shall not undertake or conduct any fundraising activities. Likewise, the Corporation shall not engage in any research activities or receive any research funds, all of which shall be the right of the Members individually, or collaboratively by separate written agreement of the Members. Without limiting the following enumerated powers,

the Corporation may carry out its objectives and accomplish its purposes as principal or agent, directly or indirectly, through one or more of its subsidiaries or affiliates, alone or with associates, or as a member or as a participant in any firm, association, trust, partnership or other entity. Although the Corporation may engage in any or all of the below-listed activities, the Corporation need not engage in any one or more of them. Except as otherwise provided herein and subject to the reserved authority of the Members as set forth in Article V (Membership) hereof, the Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs including without limitation, those powers set forth in Section 617.0302, Florida Statutes, and the following powers:

4.1.1 To make such investments as the Board of Directors deems advisable and approves;

4.1.2 To have and maintain one or more offices within or without the State of Florida, and in connection therewith to rent, lease, or purchase office space, facilities, and equipment, to engage and pay personnel and do such other acts and things and incur such other expenses on its behalf as may be necessary or advisable in connection with the maintenance of such offices or the conduct of the Entity;

4.1.3 To open, maintain, and close bank accounts, and to draw checks and other orders for the payment of money;

4.1.4 To employ and dismiss from employment any and all employees, agents or independent contractors;

4.1.5 To enter into, make and perform all such contracts, agreements and other undertakings, including indemnity agreements, as may be necessary or advisable or incident to carrying out the foregoing purposes; and

4.1.6 To take such other actions as the Board of Directors may deem necessary or advisable in connection with the foregoing and the purposes of the Corporation, including the retention of agents, independent contractors, attorneys, accountants and other experts selected by the Board of Directors on behalf of, and at the expense of, the Corporation, and in connection with the preparation and filing of all Corporation tax returns.

4.2 Limitations on Powers. The Corporation shall not have the power to:

4.2.1 Issue stock, nor pay dividends;

4.2.2 Attempt to influence legislation as a substantial part of its activities;

4.2.3 Allow any part of its income to inure to the benefit of directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to Board duties;

4.2.4 Participate to any extent in any political campaign for or against any candidate for public office; or

4.2.5 Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

MEMBERSHIP

5.1 Members. The members of the Corporation shall be the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. and Morton Plant Hospital Association, Inc., who shall be the sole voting members of the Corporation.

5.2 Authority of the Members. Except as otherwise expressly provided herein, no Member, acting alone, shall have any authority to act for, or undertake or assume any obligation or responsibility on behalf of, the other Member or the Corporation. To the greatest extent permitted by law, the provisions contained in this Section 5.2 (Authority of the Members) shall supercede any authority granted to the Members pursuant to Chapter 617, Florida Statutes. Any Member who takes any action or binds the Corporation in violation of this Section 5.2 shall be solely responsible for any loss or expense incurred as a result of the unauthorized action. Unless otherwise agreed to in writing by the Members, the Members collectively shall, in addition to any other power granted to the Members in the Bylaws, have the exclusive right, power and authority to take the following actions and no such action shall be taken without the unanimous approval of the Members:

5.2.1 Approve and amend the business plan of the Corporation, including geographical expansion and expansion of services, or the marketing plan of the Corporation;

5.2.2 Approve and amend the operating and capital budget, including approving the annual budget and strategic plan for the Corporation, and any material amendments and supplements thereto;

5.2.3 Approve and amend the mission statement of the Corporation;

5.2.4 Approve of any additional capital contributions to the Corporation;

5.2.5 Make changes to policies for conferring benefits upon its Members in conformity with its purpose;

5.2.6 Amend the governing documents of the Corporation (including these Articles of Incorporation and the Bylaws);

5.2.7 Appoint the initial Administrative Director, Chief Medical Officer, Chairperson, Secretary-Treasurer, and Chief Financial Officer. After the first slate of said Officers is approved, the Board of Directors shall thereafter appoint said Officers.

5.2.8 Approve any issuance of debt;

5.2.9 Make, execute or deliver on behalf of the Corporation any assignment for the benefit of creditors or any guarantee, indemnity bond, or surety bond, or any equivalent thereof;

5.2.10 Dissolution of the Corporation;

5.2.11 Approve any change of the Corporation's fiscal year;

5.2.12 Approve the conveyance, sale, transfer, assignment, pledge, encumbrance, or disposal of, or the granting of a security interest in, any assets of the Corporation which are in excess of \$250,000.00;

5.2.13 Approve the entry of the Corporation into any partnership or joint venture;

5.2.14 Approve of the entrance by the Corporation into any real estate lease with a value greater than \$250,000.00 or the acquisition by the Corporation of any real estate with a value in excess of \$250,000.00;

5.2.15 Approve any tax elections of the Corporation;

5.2.16 Approve the acquisition of any business or a business division from any person whether by asset purchase, stock purchase, merger or other business combination where the acquisition exceeds \$250,000.00;

5.2.17 Approve the transfer of any assets of the Corporation, or any interest therein, other than in the ordinary course of business, the fair market value of which may reasonably be expected to exceed \$250,000.00; and

5.2.18 Approve of any expenditures in excess of \$250,000.00.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence.

ARTICLE VII

MANAGEMENT

7.1 Board of Directors

7.1.1 Except as reserved to the Members in Section 5.2 (Authority of the Members) hereof, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, and the Board of Directors shall have all power and authority to manage, and direct the management and the business and affairs of the Corporation. Any power not delegated pursuant to a policy of delegation adopted by the Board of Directors shall remain with the Board of Directors. Subject to Section 5.2 (Authority of the Members) hereof, approval by or action taken by the Board of Directors shall constitute approval or action by the Corporation and shall be binding on the Members.

7.1.2 Subject to Section 617.0801, Florida Statutes, the Board of Directors shall consist of not less than six (6) nor more than eight (8) individual Directors, as the Members deem appropriate; provided that there shall at all times be an even number of Members. An equal number of Directors shall be designated by the Cancer Center and by Morton Plant, and all Directors shall be unanimously approved by the Members. Any Member whose Membership Interest (as defined in the Member Agreement) is reduced by fifteen percent (15%) or more pursuant to the Member Agreement executed on the 1st day of September, 2000 and as it may be

amended thereafter ("Member Agreement") shall lose one (1) Director for each fifteen percent (15%) reduction in its Membership Interest (and any Member whose Membership Interest is increased by fifteen percent (15%) or more shall gain one (1) Director for each fifteen percent (15%) increase). Such Member may regain its Director(s) by regaining its Membership Interest pursuant to the Member Agreement. One (1) Director of each respective Member shall represent the management of that Member, one (1) Director of each respective Member shall be a physician and represent the physicians associated with that Member, one (1) Director of each respective Member shall be a person representing the community who is associated with that Member and who may also be a member of the respective Member's board of Directors, and, if appropriate due to there being eight (8) Directors on the Board of Directors, one (1) Director of each representative shall be any person associated with or chosen by that Member. All Directors shall be subject to the qualifications of Directors set forth in Section 617.0802, Florida Statutes. Each Director shall serve (i) for three (3) years and until a successor is designated by the Member that designated them and such successor is qualified, or (ii) their earlier resignation, removal, death, or inability to serve. Any Director may resign at any time upon providing written notice to the Corporation and the Member that designated the Director. No term limits shall be imposed except by unanimous agreement of the Members. Vacancies of the Board of Directors shall be filled by the Member that designated the Director previously holding the position which is then vacant. The Administrative Director and Chief Medical Officer of the Corporation shall be non-voting ex-officio members of the Board of Directors. The Directors shall serve without compensation from the Corporation.

7.1.3 The Board of Directors may, by resolution, stagger the terms of Directors by dividing Directors into three (3) classes and appointing Directors to hold office for initial terms not exceeding three (3) years. Directors may be elected so that the term of the first class expires at the

first annual meeting of the Board of Directors; the term of the second class expires one (1) year later; and the term of the third class expires two (2) years later. At each annual election held after the classification and election of Directors pursuant to this section, Directors shall be appointed to full three (3) year terms.

7.1.4 Subject to this Article VII, initial Directors shall be determined at the organizational meeting of the Corporation.

7.1.5 The officers of the Corporation shall be an Administrative Director, a Chief Medical Officer, a Chairperson, a Secretary-Treasurer and a Chief Financial Officer. These officers shall be appointed by the unanimous approval of the Members. Any other officers shall be selected and appointed as provided in the Bylaws. The authority and responsibility of the officers shall be as set forth in the Bylaws.

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporators of the Corporation are:

Tim McMahon
303 Pinellas Street
Clearwater, Florida 33756

John A. Kolosky
12902 Magnolia Drive
Tampa, Florida 33682

ARTICLE IX

AMENDMENTS TO BYLAWS AND

ARTICLES OF INCORPORATION

These Articles and the Bylaws of the Corporation may be adopted, altered, amended or repealed only by a unanimous approval of the Members.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at Powell Cancer Center, 303 Pinellas Street, Clearwater, Florida 33756, and hereby designates Tim McMahon as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected duly designated.

ARTICLE XI

INDEMNIFICATION

Except as expressly agreed by the Members, the indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law.

ARTICLE XII

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Members as may be unanimously agreed by the Members.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this

27 day of December, 2000.

Name:

Tim McMahon

STATE OF FLORIDA

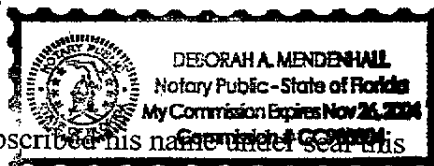
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Tim McMahon, well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of December, 2000.

Deborah A. Mendenhall
Notary Public

My Commission Expires:



IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this

11 day of December, 2000.

Name:

John A. Kolosky

STATE OF FLORIDA

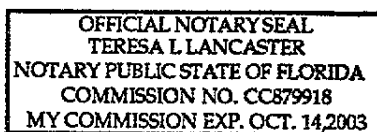
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared John A. Kolosky, well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of December, 2000.

Teresa L. Lancaster
Notary Public

My Commission Expires: Oct 14, 2003



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Tim McMahon

Date: 12/27/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB -5 PM 1:25

FILED