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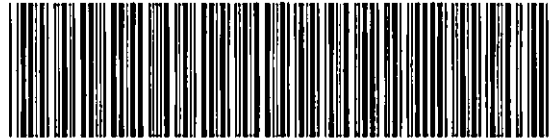
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The Law Offices of Jeff Cohen, P.A.

CenterState Bank Building
909 S.E. 5th Avenue, Suite 200
Delray Beach, FL 33483

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Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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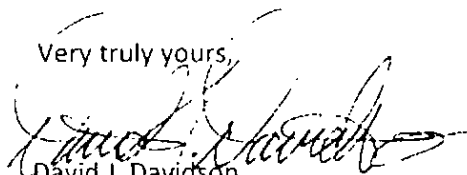
Re: Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation for South Florida Proton Research Foundation, Inc., Document Number N18000011760. Also enclosed is our check in the amount of \$43.75 to cover the associated cost. Please do not hesitate to contact me should you have any questions concerning this matter.

Thank you for your assistance.

Very truly yours,


David J. Davidson

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PROTON RESEARCH FOUNDATION, INC.**

2010 NOV 27 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.1002 and 617.1007, Florida Statutes, the undersigned Corporation, South Florida Proton Research Foundation, Inc. (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the Corporation is South Florida Proton Research Foundation, Inc.

ARTICLE II

The principal place of business address for the Corporation is 5280 Linton Blvd. Delray Beach, FL 33484

**ARTICLE III
(New)**

The Corporation is organized for the purpose of engaging in and providing health care services, education, treatment and clinical research. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. All of the assets of the Corporation shall be used exclusively for charitable, educational and scientific purposes within the meaning of the Internal Revenue Code, or the corresponding section of any future federal tax code, in the course of which operation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

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 or in opposition to any candidate for public office.

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

ARTICLE IV

The manner in which Directors of the Corporation are elected or appointed is as provided in the Corporation's Bylaws.

ARTICLE V

The name and Florida street address of the Registered Agent is:

David J. Davidson, Esquire
909 SE 5th Avenue, Suite 200
Delray Beach, FL 33483

ARTICLE VI

The name and address of the Incorporator is:

David J. Davidson, Esquire
909 SE 5th Avenue, Suite 200
Delray Beach, FL 33483

ARTICLE VII

The initial Officers and Directors of the Corporation are proposed to be:

President/Director, Tim R. Williams, M.D., 5280 Linton Blvd. Delray Beach, FL 33484

Director, Marc Apple, M.D., 5280 Linton Blvd. Delray Beach, FL 33484

Director, Tish Messenger, 5280 Linton Blvd. Delray Beach, FL 33484

ARTICLE VIII

The effective date for the Corporation shall be November 11, 2018

ARTICLE VIX

(New)

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or distribute assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No director, member, trustee, officer, or other private person shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

I hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of South Florida Proton Therapy Research Foundation, Inc., a corporation not-for-profit, were duly approved and adopted as of the 19th day of November, 2018. There are no members of the Corporation entitled to vote on the amendments.

Tim R. Williams

Tim R. Williams, Chair

11/19/2018

Date