

P0100000 6895

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

January 11, 2001

TELEPHONE (561) 655-3980
TELECOPIER (561) 655-0480

FILED
JAN 16 PM 3:00
TALLAHASSEE FLORIDA
CLERK OF SUPERIOR COURT

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

In re: Palm Beach Gynecologic Oncology, P.A.

Gentlemen:

300003538703--1
-01/16/01--01121--025
*****78.75 *****78.75

Enclosed you will find an original and one copy of the Articles of Incorporation for Palm Beach Gynecologic Oncology, P.A. I would appreciate it if you would please file the original Articles of Incorporation in your office. After the Articles have been filed, the copy of the Articles should then be certified. The certified copy of the Articles should then be mailed to my office in the enclosed envelope.

You will also find enclosed our firm's check in the amount of \$78.75, in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>8.75</u>
Total	<u>\$78.75</u>

If you have any questions or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

Christine G. Ruffin
Christine G. Ruffin
Legal Assistant

/cr

Enclosures

cc: Howard M. Goodman, M.D.

Done 1/18/01
52

FILED

ARTICLES OF INCORPORATION

01 JAN 16 PM 3:00

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PALM BEACH GYNECOLOGIC ONCOLOGY, P.A.

ARTICLE I - NAME

The name of this Corporation is PALM BEACH GYNECOLOGIC ONCOLOGY, P.A.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 505 South Flagler Drive, Suite 1330,
West Palm Beach, Florida 33401.

ARTICLE III - DURATION

This Corporation shall exist perpetually commencing as of the date these Articles are
filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of providing medical services and
transacting any or all lawful business for which corporations may be organized.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of
common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is CHRISTINE G. RUFFINI.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Howard M. Goodman, M.D.
2417 Chesapeake Circle
West Palm Beach, Florida 33409

Fernando O. Recio, M.D.
2417 Chesapeake Circle
West Palm Beach, Florida 33409

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

CHRISTINE G. RUFFINI
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE IX - OFFICERS

The following named person shall be the officers of this Corporation from its inception and until his successors are duly elected and qualified:

President:	Howard M. Goodman, M.D.
Secretary:	Fernando O. Recio, M.D.

ARTICLE X - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of January, 2001.

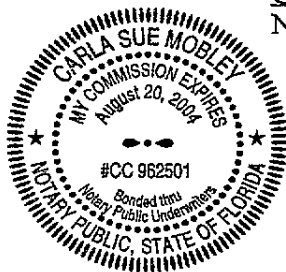

CHRISTINE G. RUFFINI

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 11th day of January, 2001, by CHRISTINE G. RUFFINI, who is personally known to me.


Notary Public State of Florida

[NOTARIAL SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, PALM BEACH GYNECOLOGIC ONCOLOGY, P.A. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named CHRISTINE G. RUFFINI whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above state Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping said office open.

Dated: January 11, 2001


CHRISTINE G. RUFFINI

FILED
01 JAN 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA