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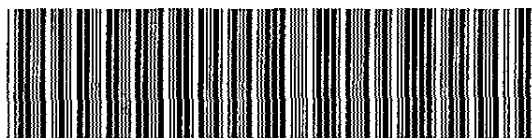
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Amended + Restated
Articles
mm 1/23/04

WARREN W. DILL

Also admitted in
Wyoming
Nebraska

DILL & EVANS, P.L.

ATTORNEYS AT LAW
1565 US Highway 1
Sebastian, Florida 32958

JOHN G. EVANS

Also Admitted in
California

January 22, 2004

Department of State
Division of Corporations
Attn: Michelle Milligan
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended Articles of Incorporation of Vero Beach Hematology/Oncology, P.A.

Dear Sir or Madam:

I have enclosed an original and one copy of the Amended Articles of Incorporation of Vero Beach Hematology/Oncology, Inc., along with our check in the amount of \$43.75 for the filing fee and one certified copy of the Amended Articles.

If you find the Articles acceptable, please file one set and stamp and send the copy of the Amended Articles back to me along with the Certified Copy to the following address:

**John G. Evans, Esq.
Dill & Evans, P.L.
1565 US Highway 1
Sebastian, FL 32958**

Thanking you in advance for your assistance, I remain,

Very truly yours,


John G. Evans

JGE:ka
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERO BEACH HEMATOLOGY/ONCOLOGY, P.A.**

These restated and amended Articles of Incorporation were duly approved on December 1, 2003 by unanimous vote of the shareholders of Vero Beach Hematology/Oncology, P.A., pursuant to the Florida Professional Services Corporations and Limited Liability Company Act, Florida Statutes §621.13 and the Florida Corporations Act Florida Statutes §§607.1003, et seq. These Amended and Restated Articles of incorporation take effect immediately.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these amended and restated articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is VERO BEACH HEMATOLOGY/ ONCOLOGY, P.A.

ARTICLE II. PRINCIPAL OFFICE
(Amended December 1, 2003)

The principal office and mailing address of this corporation is VERO BEACH HEMATOLOGY/ONCOLOGY, P.A., Citrus Medical Plaza, 981-37th Place, Vero Beach, FL 32960.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one

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TALLAHASSEE, FLORIDA

thousand (1,000) shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT
(Amended December 1, 2003)

The name and address of the initial registered agent are:

John G. Evans
Attorney at Law
1565 US Highway 1
Sebastian, FL 32958

ARTICLE VII. BOARD OF DIRECTORS
(Amended December 1, 2003)

The business of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of one (1) member. The name and address of the member of the Board of Directors is:

Name	Address
Hema Rao, M.D.	7420 - 30th Court Vero Beach, FL 32967

ARTICLE VIII. SUBSCRIBER
(Amended December 1, 2003)

The names and address of the persons signing these articles of incorporation as subscriber are:

Name	Address
Hema Rao, M.D.	7420 - 30th Court Vero Beach, FL 32967

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority

of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, on December 1, 2003 the foregoing Amended and Restated Articles of Incorporation were duly adopted to take effect forthwith.

Attested by:


Hema Rao, President & Secretary

(SEAL)



Certificate under Florida Statutes §617.1007(2)

I, the undersigned, certify that the following is true and correct:
The foregoing restatement of the Articles of Incorporation of Vero Beach Hematology/ Oncology, P.A. includes an amendment to the Articles requiring member approval, to wit: Articles II, VI, VII and VIII, the text of which are set forth above, as amended, and which were adopted on December 1, 2003 by the shareholder of the corporation, the number of votes being cast for the amendment being sufficient for approval thereof.

Dated: January 22, 2004

Hema Rao
Hema Rao, M.D., Secretary

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing amended and restated articles of incorporation were acknowledged before me on this 22 day of January 2003, by Hema Rao, M.D.



Notary Public — State of Florida

Kristen Aston
Commissioned, Name of Notary Public
Personally Known (X)

Acceptance of Registered Agent

I hereby accept 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 and accept the obligation of my position as registered agent, or if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Dated: January 22, 2004

John G. Evans
John G. Evans
Dill & Evans, PL
1565 US Highway 1
Sebastian FL 32958