

FROM

(WED) 10. 9' 02 15:15/ST. 15:14/NO. 4863302423 P 1

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FLORIDA PROFIT CORPORATION OR P.A.

Florida Hematology & Oncology Center, P.A.

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FROM

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**ARTICLES OF INCORPORATION
OF
FLORIDA HEMATOLOGY & ONCOLOGY CENTER, P.A.
A Florida Professional Corporation**

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TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of eighteen years or more who is duly licensed to practice medicine and to render services as such under the laws of the State of Florida, acting as incorporator of, a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such professional corporation.

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT**

1.1 Name and Address. The name and address of the professional corporation shall be Florida Hematology & Oncology Center, P.A. (the "Corporation"), 401 Vonderburg Drive, Brandon, Florida 33511.

1.2 Principal Office. The principal office of the Corporation shall be at 401 Vonderburg Drive, Brandon, Florida 33511.

1.3 Registered Agent and Office. The street address of the Corporation's initial registered office 200 Laura Street North, Third Floor, Jacksonville, FL 32202, and the name of its initial registered agent at such address is F&L Corp..

**ARTICLE II
DURATION**

The duration of this Corporation shall be perpetual subject to the Florida Business Corporation Act. No shareholder shall have the power to dissolve the corporation by such shareholder's independent act of any kind.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the practice of medicine or osteopathic medicine and to own and hold such property, enter into contacts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities; provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment, attainment, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida

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Professional Service Corporation and Limited Liability Company Act, the Florida Business Corporation Act, or otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

ARTICLE IV **INITIAL DIRECTORS**

The Corporation shall be governed by a Board of Directors elected by the shareholders, the initial Board of Directors shall consist of one (1) director; provided, however, the number of directors may be increased or decreased from time to time in the manner provided the bylaws of the Corporation.

The following person will serve as initial director until the first annual meeting of the shareholders or until his successor has been duly elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
George Dermarkar, M.D.	401 Vonderburg Drive Brandon, FL 33511

ARTICLE V **BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend and alter the bylaws of the Corporation by a majority vote.

ARTICLE VI **CAPITAL; VOTING; CONSIDERATION**

The aggregate number of shares of capital stock the Corporation shall have authority to issue is One Thousand (1,000), having a par value of one-tenth of a cent (\$.001), designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. None of the shares of common stock of the Corporation shall be issued to anyone other than an individual duly licensed to practice medicine or osteopathic medicine in the State of Florida. Each Shareholder shall be entitled to one vote for each share of common stock owned by such Shareholder and shall be entitled to the Corporation's assets and have such other rights as set forth in the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act.

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**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is David L. Robbins, Foley & Lardner, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of October, 2002.



David L. Robbins
Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article I of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 9th day of October, 2002.

REGISTERED AGENT

F&L CORP.

By: 

David L. Robbins, Vice-President

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