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Florida Department of State

Division of Corporations

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FROM

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA CANCER INSTITUTE, P.A.**

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Pursuant to Sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FCBA"), this Florida corporation (the "Corporation") hereby certifies that:

FIRST: That this Corporation is named Florida Cancer Institute – New Hope, P.A., and was originally incorporated in the State of Florida on October 11, 2002, under the name "Florida Cancer Institute, P.A." and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders at a duly called meeting held on August 29, 2007, and the votes cast for the amendment by the shareholders was sufficient for approval.

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

1.1. Name and Address. The name and address of the professional corporation shall be Florida Cancer Institute – New Hope, P.A., 7154 Medical Center Drive, Brooksville, Florida 34608.

1.2. Principal Office. The principal office of the Corporation shall be at 7154 Medical Center Drive, Brooksville, Florida 34608.

1.3. Registered Agent and Office. The street address of the Corporation's registered office shall be at One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of its registered agent at such address is F&L Corp.

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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 contracts, 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 Amended and Restated 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 Professional Service Corporation and Limited Liability Company Act, the FBCA, or otherwise by law, or by these Amended and Restated 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 **DIRECTORS**

The Corporation shall be governed by a Board of Directors elected by the shareholders. The Corporation's Board of Directors shall consist of five (5) members, which may be increased or decreased from time to time in the manner provided by the bylaws of the Corporation. The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders.

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. Before the second anniversary of the date hereof, any such adoption, amendment or alteration of the bylaws of the Corporation shall require a consent by no fewer than four of the five members of the Board of Directors. On or after the

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second anniversary of the date hereof, any such adoption, amendment or alteration of the bylaws of the Corporation may be made by a majority vote.

ARTICLE VI
CAPITAL; VOTING; CONSIDERATION

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of \$0.001 par value common stock, which shall be designated "Common Stock", as follows:

1. Five Thousand (5,000) shares of nonvoting common stock, which shall be designated "Class A Common Stock"; and
2. Five Thousand (5,000) shares of voting common stock, which shall be designated "Class B Common Stock".

Other than the difference in voting rights described above, all shares of Common Stock shall have the same rights and preferences.

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

ARTICLE VII
EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation shall be March 1, 2008.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 29th day of August, 2007.

By: Richard Caradonna
Richard Caradonna, President

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**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the FBCA and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of the Corporation.

Dated: August 29, 2007

F&L CORP.

By:

David L. Robbins

David L. Robbins,
Vice President