

P95000027656

4/06/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

4:18 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFILE1
CORPORATE NAME: ONCOLOGY PARTNERS, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (807) 655-5677
MAILING NAME/ADDRESS: GUNSTER, YOKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194 US

CERTIFICATE(S) REQUESTED: YES
ESTIMATED CHARGES: \$131.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

4/06/95 FLORIDA DIVISION OF CORPORATIONS 4:19 PM
PUBLIC ACCESS SYSTEM
(((H95000003959))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOKLEY & STEWART, P.A.
DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
400 EAST GAMES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32399 CONTACT: SHERI J MILLER
FAX: (804) 822-8000 PHONE: (407) 650-0858
FAX: (407) 655-5677
(((H95000003959))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ONCOLOGY PARTNERS, INC.
FAX AUDIT NUMBER: H95000003959 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/06/1995 TIME REQUESTED: 16:19:06
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER: 076117000420
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000003959)))
** ENTER 'M' FOR MENU. **

GUNTER, YOUNGLEY, VALDES-PAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILIPS POINT, SUITE 200 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-4104
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33408-4587

TELEPHONE (407) 495-1880
FAX (407) 495-8877

SENDER ADDRESS:
SPURRY, FL (407) 283-1180
FORT LAUDERDALE, FL (352) 495-2880

FAX TRANSMITTAL FORM

DATE: April 6, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4888
FAXING #: 904-497-8926
FROM: Mary Blackford Cherry, Legal Assistant
RE: 728
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE):
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407) 495-0728

Message:

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CLIENT/MATTER#: 14900.00046

ARTICLES OF INCORPORATION
OF
ONCOLOGY PARTNERS, INC.

Article I

Name

The name of the corporation is Oncology Partners, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

777 South Flagler Drive, Suite 1000
West Palm Beach, Florida 33401

Prepared By:
Thomas P. Hunt, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401
(407) 655-1980
FL BAR NO. 0441480

The mailing address of this corporation shall be:

777 South Flagler Drive, Suite 1000
West Palm Beach, Florida 33401

Article V

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$0.01) per value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500F, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Paul Corporate Services, Inc. Pursuant to Florida Statute #07.0501(3), a written acceptance is attached.

Article VII

Incumbent

The name and address of the person signing these Articles are:

Thomas P. Hunt

777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33402

Article VIII**Power**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and

other legal representatives of such persons, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendments

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be April 6, 1995.

DATED: April 6, 1995

Thomas P. Hunt
Thomas P. Hunt

04-06-95

16:36

GIANETER YORKLEY

SEP

H95000003959

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Oncology Partners, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:**VALDES-PAULI CORPORATE SERVICES,
INC.**By: Michael V. Mitrione

Name: Michael V. Mitrione

Title: Vice President

17900.01

H95000003959

P95000027656

6/13/85

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING REQUEST

11:58 AM

1. PROCESS ELECTRONIC FILING REQUEST (0)
2. ABANDON ELECTRONIC FILING REQUEST AND RETURN TO MENU

--KEY--
NO KEY
NO KEY

---ELECTRONIC FILING INFORMATION FOR A BASIC AMENDMENT---

3. NUMBER OF PAGES IN DOCUMENT TO BE FILED: 2
4. CERTIFIED COPY (0-8) 1 5. METHOD OF DELIVERY (F/M/B): F
6. CERTIFICATE OF STATUS (0-8): 0
7. DOCUMENT NUMBER: P95000027656

*** SUMMARY OF FILING FEES ***
FILING FEE: \$35.00
CERTIFIED COPY: \$32.50
CERTIFICATE OF STATUS: \$0.00

ESTIMATED CHARGE: \$67.50

FILED
JUN 27 PM 3:10
TALLAHASSEE

6/13/85

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

12:00 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT.

TYPE: FFIL17
CORPORATE NAME: ONCOLOGY PARTNERS, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (407) 658-3652
MAILING NAME/ADDRESS: GUNSTER, YORKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-8194

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$67.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

6/13/85

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:00 AM

((H9500006585)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YORKLEY & STEWART, P.A.
DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
400 EAST GAINES STREET WEST PALM BEACH FL 33401-8194
TALLAHASSEE, FL 32399 CONTACT: SHERI J MILLER
FAX: (904) 922-4000 PHONE: (407) 658-8658
FAX: (407) 658-3652
(((H9500006585))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: ONCOLOGY PARTNERS, INC.

OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FL

06/13/95

13:25

GUNSTER YORLEY

061

GUNSTER, YORLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 300 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (887) 655-1980
FAX (887) 675-1677

OSCAR GONZALEZ JR.
STUART, FL (887) 285-1889
FORT LAUDERDALE, FL (889) 482-2889

FAX TRANSMITTAL FORM

DATE: June 13, 1995
TO: FL Division of Corporations
FROM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4880
PHONE #: 904-487-6926
FROM: Ross Carbons, Legal Assistant EOB: 726
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 5
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407) 450-0728

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CLIENT/MATTER#: 14900.09000

JUL-27-85 THU 8:30

GUNSTER YONKLEY & STEWART

FBI NO. 8323583

P. 02



FLORIDA DEPARTMENT OF STATE

*Sandra S. Mathews
Secretary of State*

June 13, 1995

**CHICKSON PARTNERS, INC.
777 SOUTH FLAGLER DRIVE
SUITE 200
W PALM BEACH, FL 33401**

**SUBJECT: CHICKSON PARTNERS, INC.
REF: FV980007036**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

If you have any questions concerning the filing of your document, please call (800) 487-6002.

Linda Pitt
Corporate Specialist

**FBI NO. 8: 803000005905
Letter Number: 193000000000**

Division of Corporations - P.O. Box 6127 - Tallahassee, Florida 32314

NOTED FOR INFORMATION

55 JUL 27 AM 10:21

RECEIVED

JUL-27-95 THU 8:29

GUNSTER YONKLEY & STEWART

FAX NO. 8323563

P.01

GUNSTER, YONKLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (887) 685-1788
FAX (887) 863-3877

OTHER OFFICE: FL
STUART, FL (887) 288-1788
FORT LAUDERDALE, FL (305) 482-3008

FAX TRANSMITTAL FORM

DATE: July 27, 1995
TO: FL Division of Corporations
FROM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-933-4080
PHONE #: 904-487-6924
FROM: Mary Blackford Cherry, Legal Assistant
Ext: 728
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 4
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (904) 690-0728

Message:

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CLIENT/MATTER#: 14900.046

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ONCOLOGY PARTNERS, INC.**

FILED
95 JUL 27 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, **ONCOLOGY PARTNERS, INC.**, a Florida corporation, hereby amends its Articles of Incorporation as follows:

Article III is hereby deleted in its entirety and the following inserted in its place and read:

***Article III**

Purpose

The corporation is organized for the purpose of acting as a medical management organization, the business and purpose of which shall be limited to the development of programs for the assessment, monitoring and reporting of quality indicators for managed care and methods for the evaluation of risk-adjusted outcome models in connection with oncology health providers."

Article V is hereby amended in its entirety to read as follows:

***Article V**

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$0.01) par value per share common stock, and shares of preferred stock may be issued by the corporation from time to time in one or more series, with such designations, powers, privileges, preferences and relative, participating, optional or other rights, if any, permitted by law and as the Board of Directors shall from time to time provide for and fix by resolution or resolutions. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences

and relative, participating, optional and other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of preferred stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida."

This Amendment was approved by the sole director and sole shareholder of the Corporation on April 17, 1995 in accordance with Section 607.1006, Florida Statutes.

Dated: April 17, 1995


Abraham D. Gorman, President

10070