

P96000065210

LAW OFFICES
DAVID B. VAN KLEECK, P.A.
A PROFESSIONAL CORPORATION
LAKE WYMAN PLAZA
2424 NORTH FEDERAL HIGHWAY, SUITE 314
BOCA RATON, FLORIDA 33431
TELEPHONE (407) 308-3400
TELECOPIER (407) 308-4400

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID B. VAN KLEECK

OF COUNSEL
CHARLES H. HUTCHINS
* ALSO ADMITTED IN NEW YORK

July 22, 1996

State of Florida
Department of State
Corporate Division
408 E. Gains Street
Tallahassee, FL 32301

400001903564
-07/24/96--01082--014
***\$122.50 ***\$122.50

Re: New Corporation in Name of Quality Oncology Billing, Inc.

Gentlemen:

Enclosed please find two copies of Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$122.50 which encompasses \$35.00 filing fee; \$35.00 registered agent designation; and \$52.50 certified copy fee.

Once duly recorded please send a certified copy of the Articles to:

David B. Van Kleeck, Esquire
David B. Van Kleeck, P.A.
2424 North Federal Highway
Suite 314
Boca Raton, FL 33431

W96-15674
612

Thank you for your assistance.

Sincerely,

Suzanne M. Yespelkis
Suzanne M. Yespelkis, CLA

/sy
enc.

TH
8596



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1996

SUZANNE M. YESPELKIS, CLA
DAVID B. VAN KLEECK, P.A.
2424 N. FEDERAL HWY., SUITE 314
BOCA RATON, FL 33431

SUBJECT: QUALITY ONCOLOGY BILLING, INC.
Ref. Number: W96000015674

We have received your document for QUALITY ONCOLOGY BILLING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00036028

LAW OFFICES
DAVID B. VAN KLEECK, P. A.
A PROFESSIONAL CORPORATION
LAKE WYMAN PLAZA
8484 NORTH FEDERAL HIGHWAY, SUITE 314
BOCA RATON, FLORIDA 33431
TELEPHONE (407) 308-3400
TELECOPIER (407) 308-4400

DAVID B. VAN KLEECK

OF COUNSEL
CHARLES A. BUTTS *
* ALSO ADMITTED IN NEW YORK

August 1, 1996

Ms. Kathy Hyman,
Document Specialist
State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Quality Oncology Billing, Inc.
Reference No. W96000015674
Letter Number: 496A00036028

Dear Ms. Hyman:

Enclosed herewith are Articles of Incorporation revised in accordance with your letter of July 26, 1996, to my assistant, Suzanne Yespelkis, which is also enclosed.

Thank you for your attention to this.

Yours very truly,

David B. Van Kleeck
David B. Van Kleeck

DVK/dls
Enclosures

**ARTICLES OF INCORPORATION
OF
QUALITY ONCOLOGY BILLING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be Quality Oncology Billing, Inc. It is sometimes hereinafter referred to as the "Corporation".

**ARTICLE II
PURPOSES**

The general nature, objects and purposes of the Corporation are:

2.1 To provide services in generating bills and related documents for health care practitioners.

2.2 To engage in activities arising from or related to the purpose stated in 2.1 next above.

2.3 To engage in such other enterprises and activities as the Corporation may elect from time to time.

**ARTICLE III
GENERAL POWERS**

The general powers that the Corporation shall have are:

3.1 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, and/or deal in and with property of any and every nature, real, personal or mixed; to enter into, make, perform and/or carry out contracts of every kind with any person, firm, corporation or association.

3.2 To maintain, repair, replace, improve, operate and manage its property including, but not limited to, the rights to reconstruct improvements after casualty and further to improve and add to the Corporation's properties.

3.3 To borrow money and, from time to time, accept, endorse, execute and issue debentures, promissory notes or other obligation(s) of the Corporation for monies borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of such obligation(s) by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated.

3.4 To charge the recipient(s) thereof for services rendered by the Corporation, and the user(s) thereof for use of Corporation

property, where such is deemed appropriate by its Board of Directors.

3.5 To do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not forbidden by the laws of the State of Florida.

3.6 In general, to have all powers not forbidden to a corporation for profit by the laws of the State of Florida.

ARTICLE IV SHARES

4.1 The Corporation shall be authorized to issue up to 5,000 shares of common stock, which shall be of such preference(s), voting rights, par value(s) and class(es) as the Directors shall from time to time determine. Initially, there shall be not less than 1,000 shares of voting common stock having (a) a par value of \$1.00 apiece, (b) one (1) vote per share, and (c) pre-emptive rights.

4.2 Except as hereinbelow or in issuance of different stock otherwise provided, the shareholders shall act by majority vote of all shares entitled to vote on the question then at hand.

ARTICLE V DIRECTORS

5.1 The Corporation shall have an odd number of directors, never less than three, which number shall be set by the Directors from time to time.

5.2 The Shareholders may elect from time to time whether or not to stagger terms of Directors, but not in such manner as to remove any Director then in office. Except that the Directors may make terms up to three (3) years as necessary to establish such staggering of terms, Directors shall be elected to one-year terms at the annual meeting of Shareholders.

5.3 Except for resignation, demise or removal of any Director(s), Directors shall serve until their successors duly take office.

5.4 Any Director(s) may be removed with or without cause by majority vote of the Directors or of the Shareholders, except that all or any of the Directors initially named may be removed as Director(s) only for cause.

5.5 The names and addresses of the persons who shall function as the first Directors, and who shall as their first duty elect a fifth director, are as follows:

Philip C. Smith, M.D.
Tim R. Williams, M.D.
John C. Shope, M.D.

5.6 Each Director shall have one (1) vote.

5.7 No Director need be a resident of the State of Florida.

5.8 Directors may name committees thereof for any lawful function.

ARTICLE VI OFFICERS

6.1 The required offices of the Corporation shall be President, Vice President, Secretary and Treasurer.

6.2 Such other offices (if any) as the Board may from time to time wish may be created, modified or abolished by its resolution. Subject thereto, the President may designate one or more Assistants to the Secretary and/or Treasurer.

6.3 Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.4 Officers shall be elected for one (1) year terms, but shall serve at the pleasure of the Board.

6.5 The persons who are to act as officers in the affairs of the Corporation until their successors duly take office are:

President:	Philip C. Smith
Vice President:	Tim Williams
Secretary:	John C. Shope, M.D.
Treasurer:	Michael Kasper, M.D.

ARTICLE VII CORPORATE EXISTENCE

The Corporation shall have perpetual existence, subject to lawful dissolution.

ARTICLE VIII BYLAWS

The Directors may from time to time adopt, amend, add to and/or repeal Bylaws not inconsistent with these Articles.

**ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS**

These Articles and the initial Bylaws may be altered, amended, added to or repealed only as set forth in the Florida Statutes from time to time in effect, PROVIDED, however, that no amendment affecting the rights under § 5.4 of anyone named therein shall be effective without the prior written consent of the person(s) affected.

**ARTICLE X
SUBSCRIBERS**

The name and address of the subscriber to these Articles is:

David B. Van Kleeck
2424 N. Federal Highway, #314
Boca Raton, FL 33431

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

11.1 The Corporation shall indemnify and hold harmless any and every Director and/or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director or officer of the Corporation, or in his or her capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful; and

B. by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, only if and to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication (if any) of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the fees, expenses and other financial consequences incident thereto.

11.2 The Board of Directors shall determine whether and to what extent amounts for which a Director or officer seeks indemnification under Paragraph 11.1.A. above were properly incurred and are reasonable in amount, and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by a Board of Directors by a majority vote of a quorum consisting of Directors eligible to vote who were not parties to such action, suit or proceeding, and shall be final if made in good faith.

11.3 The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to further indemnify and/or hold harmless under then applicable law.

ARTICLE XII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Corporation and one (1) or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, provided that the matter is approved by a majority of those Directors who are free of such conflict of interest as to the transaction.

12.2 No Director or officer of the Corporation shall incur liability solely by reason of the fact that he is or may be thus interested in any such contract or transaction. However, Directors thus interested may not be counted in determining the presence of

a quorum at a meeting of the Board of Directors or of its committee which authorized the contract or transaction.

**ARTICLE XIII
INITIAL OFFICE AND RESIDENT AGENT**

13.1 The principal place of business of the Corporation shall initially be at 1599 N.E. 9th Avenue, Suite 201, Boca Raton, Florida 33486.

The Directors may relocate and/or open and close offices as their discretion from time to time dictates.

13.2 The street address of the Corporation's initial registered office, and the name of its initial Resident Agent at that office, shall be:

VKNS Corp., a Florida corporation
2424 N. Federal Highway, #314
Boca Raton, FL 33431

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand and seal this 19th day of July, 1996.

Witnesses:

August M. Gering
Eric R. Smith

David B. Van Kleeck
DAVID B. VAN KLEECK

ACCEPTANCE AS INITIAL REGISTERED AGENT

The undersigned, on this 19th day of July, 1996, hereby accepts its designation in the foregoing Articles of Incorporation as Registered Agent for Quality Oncology Billing, Inc., a Florida corporation.

VKNS CORP.,
a Florida Corporation

By: *David B. Van Kleeck*
David B. Van Kleeck, President

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

SS:

The foregoing instrument was acknowledged before me this 19th day of July, 1996, by DAVID B. VAN KLEECK, individually and as President of VKNS CORP., a Florida corporation, for and on behalf of said corporation, who is personally known to me and who did take an oath.

WITNESS my hand and official seal.

My Commission Expires:

Buzanne M. Yespelkis
Notary Public, State of Florida
At Large

