

P97000059380



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 451361 81250A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

RECEIVED
JUL 3 1997
TALLAHASSEE, FLORIDA

ORDER DATE : July 3, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 451361-005

500002229845--4

CUSTOMER NO: 81250A

CUSTOMER: Betty Villalba, Legal Asst
HOWARD F. SCOTT, P.A.

Bayshore Executive Plaza, #870
10800 Biscayne Boulevard
Miami, FL 33161

DOMESTIC FILING

NAME: STEPHEN A. KRATHEN, D.O., KEYS
HEMONCOLOGY ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL -3 AM 10:45
DIVISION OF CORPORATION

w97-15464

00691 - #08 show
JUL 0 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: STEPHEN A. KRATHEN, D.O., KEYS HEMONCOLOGY
ASSOCIATES, P.A.
Ref. Number: W97000015464

RESUBMIT
Please give original
submission date as file date

We have received your document for STEPHEN A. KRATHEN, D.O., KEYS HEMONCOLOGY ASSOCIATES, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must state the number of shares of authorized stock.

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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 997A00034836

RECEIVED
97 JUL -8 PM 1:57
DIVISION OF CORPORATIONS

EFFECTIVE DATE

7/30/97

ARTICLES OF INCORPORATION
OF

STEPHEN A. KRATHEN, D.O., KEYS HEMONCOLOGY ASSOCIATES, P.A.

FILED
97 JUL -3 PM 2:45
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be Stephen A. Krathen, D.O., Keys Hemoncology Associates, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice.

To invest the funds of this Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and

to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the objectives or purposes enumerated in these Articles of Incorporation or, any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of this corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this 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 of this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of one cent (\$.01) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to the law. The Corporation shall be effective as of July 30, 1997.

ARTICLE VI

ADDRESS

The street address of the principal office of this Corporation in the State of Florida is 3605 Eagle Avenue, Key West, Florida 33040.

ARTICLE VII

DIRECTORS

This Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the Shareholders, but shall never be less than one. If required by the ethics of the profession, directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Stephen A. Krathen, D.O.
3605 Eagle Avenue
Key West, Florida 33040

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

Stephen A. Krathen, D.O.
3605 Eagle Avenue
Key West, Florida 33040

ARTICLE X

REGISTERED AGENT

The name and post office address of the registered agent for the Corporations is:

Howard F. Scott
10800 Biscayne Boulevard, Ste. 870
Miami, Florida 33161

ARTICLE XI

VOTING TRUSTS

No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII

CONTRACTS

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, and any Director individually or jointly, may be a party to, or may be interested in, any contract

or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

REMOVAL OF DIRECTORS

Any Director of this Corporation may be removed at any annual or special meeting of the Shareholders by the same vote as the required to elect a Director.

ARTICLE XIV

RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this Corporation shall have the power to include in the bylaws adopted by a majority of the Shareholders of this Corporation, any regulatory or restrictive provisions regarding any proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its Shareholders, including the sale, transfer or disposition of said shares in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Shareholders of this Corporation; provided, however, that such regulatory or restrictive

provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this Corporation. If any Shareholder becomes legally disqualified to practice Medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's share shall immediately become subject to purchase by this Corporation in accordance with the bylaws adopted by the Shareholders.

ARTICLE XV

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive

right to purchase or subscribe to any new issues of any type stock of this Corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not impaired by such purchase.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of this Corporation is not impaired by such purchase.

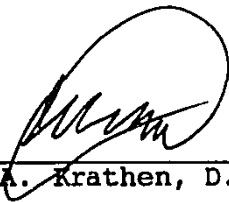
ARTICLE XVI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED, hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 30th day of June, 1997 executed these Articles of Incorporation.



Stephen A. Krathen, D.O.

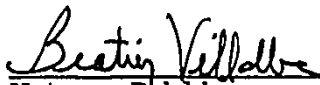
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, appeared Stephen A. Krathen, who is personally known to me or who has produced a Florida Drivers License as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June, 1997.

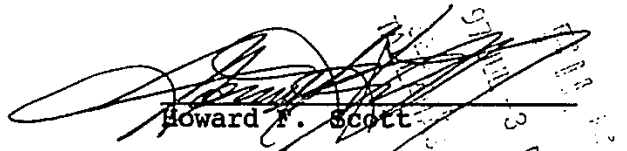
My Commission Expires:





Notary Public,
State of Florida at Large
Print Name: Beatriz Villalba

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand and/or seal this 30th day of June, 1997.


Howard F. Scott
NOTARY PUBLIC
STATE OF FLORIDA
JUN 30 1997
P11 2:115


STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, appeared Howard F. Scott, who is personally known to me or who has produced a Florida Drivers License as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June 30, 1997.

My Commission Expires:




Notary Public,
State of Florida at Large

Print Name: Beatriz Villalba