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LOWNDES DROSDICK

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.  
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NAME: QUALITY CARE CANCER SPECIALISTS, INC.

AUDIT NUMBER.....H97000021271

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**ARTICLES OF INCORPORATION  
OF  
QUALITY CARE CANCER SPECIALISTS, INC.**

The undersigned, acting as incorporator of Quality Care Cancer Specialists, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**QUALITY CARE CANCER SPECIALISTS, INC.**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share and divided into three classes. The Class A common stock shall consist of 300,000 shares and the holders of such shares shall be entitled to all of the rights and privileges pertaining to common

This instrument was prepared by:  
James F. Heckin, Jr., Esq.  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
215 N. Eola Drive  
Post Office Box 2809  
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Florida Bar Number: 0302694

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stock without any limitations, prohibitions, restrictions or qualifications and shall have the right to vote on all issues which may properly come before the stockholders. The Class B common stock shall consist of 200,000 shares and the holders of such shares shall be entitled to all of the rights and privileges pertaining to common stock without any limitations, prohibitions, restrictions or qualifications, except that the holders of Class B common stock shall not be entitled to vote on any matters which may come before the stockholders except for the election of Class B directors and except as may be further provided by law. The Class C common stock shall consist of 500,000 shares and shall have the right to vote on all matters which may properly come before the stockholders. The holders of the respective Class A, Class B and Class C shares, voting as a class, shall have the right to elect members of the board of directors in the same proportion which the number of outstanding shares in that class bears to the total number of shares of all classes then outstanding. Shares of stock shall be issued to those persons or entities properly subscribing for such shares. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial principal office of the corporation is 114 Park Lake Street, Orlando, FL 32803 and the name of the corporation's initial registered agent is James F. Heekin, Jr., whose address is 215 N. Eola Drive, Orlando, FL 32801.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, provided that the total number of directors shall always be an odd number and provided further that the total number shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Rebecca L. Moroosse, M.D.	661 E. Altamonte Drive, Suite 312 Altamonte Springs, Florida 32701

The directors shall be designated as Class A, Class B and Class C directors and shall be elected by the holders of those respective classes of common stock in proportion to the number of shares of each class then outstanding in relation to the total number of shares of all classes then outstanding. Directors need not be shareholders of the corporation. Notwithstanding the election of directors by the respective classes of shareholders, the holders of Class C common stock shall have the right, in all events and by the affirmative vote of holders of a majority of shares of that class, to elect a majority in number of the full board of directors of the corporation.

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#### ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James F. Heekin, Jr.	215 N. Eola Drive Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a

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majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### ARTICLE X. AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions, as defined in Section 607.0901(1)(b). This election is being made pursuant to Section 607.0901(5)(a).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE XI. CONTROL-SHARE ACQUISITIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions, as defined in Section 607.0902(2). This election is being made pursuant to Section 607.0901(5).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

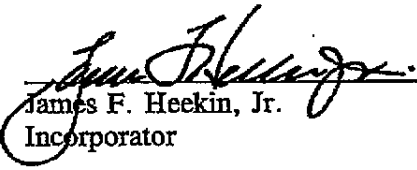
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 29th day of December, 1997.

  
James F. Heekin, Jr.  
Incorporator

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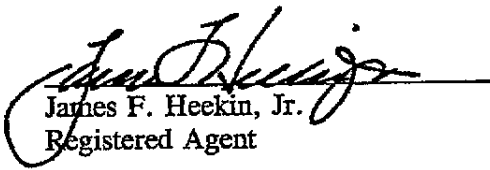
(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That **QUALITY CARE CANCER SPECIALISTS, INC.**, desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 114 Park Lake Street, City of Orlando, County of Orange, State of Florida, has named James F. Heekin, Jr., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
James F. Heekin, Jr.  
Registered Agent

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