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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE:

0262. 4764

DATE:

12-8-98

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11/30/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Oncology New Concepts Medical  
Education Division, Inc

STATE FEES PREPAID WITH CHECK # 3785 FOR \$ 78.75

PLEASE FILE:

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-12/08/98--01022--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE ☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

T. SMITH DEC 07 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**ONCOLOGY NEW CONCEPTS**  
**MEDICAL EDUCATION DIVISION, INC.**

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The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

**ARTICLE I**

Corporate Name

The name of this Corporation shall be:

Oncology New Concepts  
Medical Education Division, Inc.

**ARTICLE II**

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

5313 Johns Road, Suite 201  
Tampa, FL 33634

**ARTICLE III**

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, 500,000 of which shares shall be designated Class A Common Stock and 500,000 of which shares shall be designated Class B Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation. The relative rights,

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preferences and liabilities of shares of Class A Common Stock and Class B Common Stock shall be in all respects identical, except that (1) as to any matter voted upon by the shareholders of this Corporation, including but not limited to any election of one or more directors of this Corporation, such matter shall be approved if and only if approved by the vote of both the holders of Class A Common Stock and the holders of Class B Common Stock, each voting as a separate voting group, and (2) the holders of each such class of stock may, upon the affirmative vote of holders of a majority of the then outstanding number of shares of such class, call an annual or special meeting of the shareholders of this Corporation for any purpose, including the election of directors.

#### ARTICLE IV

##### Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

#### ARTICLE V

##### Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

JODY SIMON  
5313 Johns Road, Suite 201  
Tampa, FL 33634

#### ARTICLE VI

##### Incorporator

The name and street address of the incorporator of this Corporation are as follows:

JODY SIMON  
5313 Johns Road, Suite 201  
Tampa, FL 33634

## ARTICLE VII

### Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of seven (7) members who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of shareholders of this Corporation or the first special meeting of shareholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names of the initial directors are:

LODOVICO BALDUCCI, M.D.  
WILLIAM P. MCGUIRE, M.D.  
KENNETH S. ZUCKERMAN, M.D.  
JODY SIMON

HILLARD M. LAZARUS, M.D.  
HUSSAIN I. SABA, M.D.  
FRANK DAGOSTINO

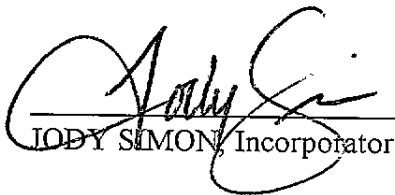
The mailing address of each initial director is:

5313 Johns Road, Suite 201  
Tampa, FL 33634

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

JODY SIMON — President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of November, 1998.

  
\_\_\_\_\_  
JODY SIMON, Incorporator

**ONCOLOGY NEW CONCEPTS MEDICAL  
EDUCATION DIVISION, INC.**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, JODY SIMON, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 30th day of November, 1998.

  
JODY SIMON

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