

09-15-1999

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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

Handwritten: Mex 9/13/97

101146291
TRADEMARKS ONLY

To the Honorable Assistant Commissioner
for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
American Oncology Resources, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: US Oncology, Inc.

Internal Address: _____

Street Address: 16825 Northchase Drive, Suite 1300

City: Houston State: Texas Zip: 77060

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State **Delaware** _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 15, 1999

Application number(s) or trademark number(s):

A. Trademark Application No(s).
75/698,863

B. Trademark registration No(s).

Additional numbers attached? Yes No

4. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard D. Fladung
 Internal Address: AKIN, GUMP, STRAUSS,
HAUER & FELD, L.L.P.

Street Address: 1900 Pennzoil Place, South Tower,
711 Louisiana

City: Houston State: TX Zip: 77002

5. Total number of applications and registrations involved: 1

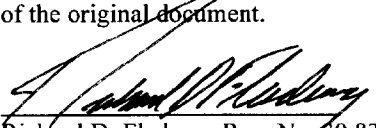
6. Total fee (37 C.F.R. § 3.41) \$ 40
 Enclosed
 Authorized to be charged to deposit account

7. Deposit account number:
16-2435
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.


 Richard D. Fladung, Reg. No. 30,834

September 8, 1999

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Total number of pages including cover sheet, attachments and document: 6

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERICAN ONCOLOGY RESOURCES, INC.", CHANGING ITS NAME FROM "AMERICAN ONCOLOGY RESOURCES, INC." TO "US ONCOLOGY, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2314505 8100

991239561

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9804197

DATE: 06-15-99

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**OF****AMERICAN ONCOLOGY RESOURCES, INC.**

The name of the corporation is "American Oncology Resources, Inc." (the "Corporation").

The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 30, 1992, under the name "Ascend Medical Corp.". Such certificate of incorporation was amended on each of November 12, 1992, March 10, 1994, May 2, 1995, May 10, 1996 and May 8, 1997.

This Amended and Restated Certificate of Incorporation has been duly proposed by resolutions adopted and declared advisable by the Board of Directors of the Corporation, duly adopted by the stockholders of the Corporation and duly executed and acknowledged by the officers of the Corporation in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation shall not be effective until the Effective Time, as such term is defined in that certain Agreement and Plan of Merger, dated as of December 11, 1998, by and among the Corporation, Diagnostic Acquisition, Inc., a Texas corporation, and Physician Reliance Network, Inc., a Texas corporation, with such Effective Time to not be later than 12:01 a.m., Central Daylight Time, on the 90th day after the filing date hereof.

The text of the Certificate of Incorporation of the Corporation, as amended, is hereby further amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation is US Oncology, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County 19801-1196. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred and one million (252,000,000) shares, consisting of two million (2,000,000) shares of preferred stock, par value \$.01 per share, out of which 500,000 shares have been designated as "Series A Preferred Stock," and two hundred fifty million (250,000,000) shares of common stock, par value \$.01 per share.

The Board of Directors of the Corporation shall have the power by resolution to (a) provide for the issuance of shares of preferred stock in series, (b) determine the number of shares of such stock in any such series, and (c) fix the designations, preferences, qualifications, limitations, restrictions and special or relative rights of shares of preferred stock or any series thereof.

ARTICLE V

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, except as specifically otherwise provided therein.

ARTICLE VI

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be determined in accordance with the Corporation's Bylaws. The directors shall be divided into three classes, designated as Class I, Class II and Class III. Each class shall consist, as nearly as possible, of one-third of the total number of directors constituting the entire board of directors. The term of the initial Class I directors shall terminate on the date of the Annual Meeting of Stockholders to be held in 2000; the term of the initial Class II directors shall terminate on the date of the Annual Meeting of Stockholders to be held in 2001; and the term of the initial Class III directors shall terminate on the date of the Annual Meeting of Stockholders to be held in 2002. At each Annual Meeting of Stockholders following such initial classification and election, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Stockholders after their election. If the number of directors is changed, then any increase or decrease in such number shall be apportioned by the Board of Directors among the classes so as to maintain the number of directors in each class as nearly as equal as possible. No reduction in the authorized number of members of the Board of Directors shall have the effect of removing any director from office before that director's term of office expires. A director may be removed from office at any time but only for cause and only by the affirmative vote of at least two-thirds of the voting power of the all outstanding shares of capital stock of the Corporation then entitled to vote at an election of directors of the Corporation, voting as a single class. Except as may otherwise be provided by law, cause for removal shall exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to the Corporation in a matter of substantial importance to the corporation, and such adjudication is no longer subject to direct appeal.

Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders of the Corporation either by or at the direction of the Nominating Committee of the Board of Directors or by any stockholder of record entitled to vote in the election of directors at such meeting who has complied with the notice procedures set forth in this paragraph of this Article VI. A stockholder who desires to nominate a person for election to the Board of Directors at a meeting of stockholders of the Corporation and who is eligible to make such nomination must give timely written notice of the proposed nomination to the Secretary of the Corporation. To be timely, a stockholder's notice given pursuant to this paragraph must be received at the principal executive office of the Corporation not less than one hundred twenty (120) calendar days in advance of the date which is one year later than the date of the proxy statement of the Corporation released to stockholders of the Corporation in connection with the previous year's annual meeting of stockholders of the Corporation; provided, however, that if no annual meeting of stockholders of the Corporation was held the previous year or if the date of the forthcoming annual meeting of stockholders has been changed by more than thirty (30) calendar days from the date contemplated at the time of the previous year's proxy statement or if the forthcoming meeting is not an annual meeting of stockholders of the Corporation, then to be timely such stockholder's notice must be so received not later than the close of business on the tenth day following the earlier of (a) the day on which notice of the date of the forthcoming meeting was mailed or given to stockholders by or on behalf of the corporation or (b) the day on which public disclosure of the date of the forthcoming meeting was made by or on behalf of the Corporation. Such stockholder's notice to the Secretary of the Corporation shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person; (iii) the class and number of shares of capital stock of the Corporation which are then beneficially owned by such person, (iv) any other information relating to such person that is required by law or regulation to be disclosed in solicitations of proxies for the election of directors of the Corporation and (v) such person's written consent to being named as a nominee for election

as a director and to serve as a director if elected and (b) as to the stockholder giving the notice, (i) the name and address, as they appear in the stock records of the Corporation, of such stockholder, (ii) the class and number of shares of capital stock of the Corporation which are then beneficially owned by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each nominee for election as a director and any other person or persons (naming such person or persons) relating to the nomination proposed to be made by such stockholder, and (iv) any other information required by law or regulation to be provided by a stockholder intending to nominate a person for election as a director of the Corporation. At the request of the Board of Directors, any person nominated by or at the direction of the Board of Directors for election as a director of the Corporation shall furnish to the Secretary of the Corporation the information concerning such nominee which is required to be set forth in a stockholder's notice of a proposed nomination. No person shall be eligible for election as a director of the Corporation unless nominated in compliance with the procedures set forth in this paragraph. The chairman of a meeting of stockholders of the corporation shall refuse to accept the nomination of any person not made in compliance with the procedures set forth in this paragraph, and such defective nomination shall be disregarded.

ARTICLE VII

A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that Section 102(b)(7) (or any successor provision) of the General Corporation Law of Delaware, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited.

ARTICLE VIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

The term of existence of the Corporation shall be perpetual.

ARTICLE X

No action shall be taken by stockholders of the Corporation except at an annual meeting or special meeting of the stockholders of the Corporation.


Special meetings of the stockholders, for any purpose or purposes, may be called by the Chairman of the Board or the President of the Corporation and shall be called by the President or Secretary of the Corporation at the request of a majority of the Board of Directors of the Corporation. No stockholders, individually or collectively shall have the power to call a special meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

ARTICLE XI

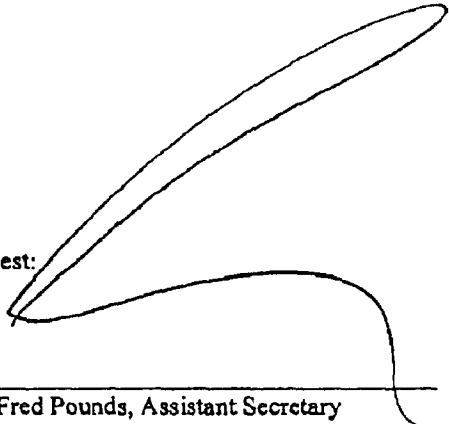
Notwithstanding any provision of this Certificate of Incorporation or the Bylaws of the Corporation to the contrary, the affirmative vote of the holders of at least two-thirds of the voting power of all outstanding shares of the capital stock of the Corporation then entitled to vote in an election of directors, voting as a single class, shall be required to alter, amend or repeal Article VI, Article X or this Article XI of this Certificate of Incorporation, or any provision thereof, or to adopt any provision of this Certificate of Incorporation or the Bylaws of the Corporation that is inconsistent with any of the provisions of Article VI, of Article X or of this Article XI of this Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its Chairman of the Board and Chief Executive Officer and attested by its Secretary this 15th day of June, 1999.

AMERICAN ONCOLOGY RESOURCES, INC.

By: 
R. Dale Ross, Chairman of the Board
and Chief Executive Officer

Attest:


L. Fred Pounds, Assistant Secretary

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Internal Address: _____

Street Address: 16825 Northchase Drive, Suite 1300

City: Houston State: Texas Zip: 77060

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Street Address: 1900 Pennzoil Place, South Tower, 711 Louisiana

City: Houston State: TX Zip: 77002

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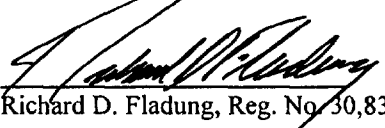
7. Deposit account number:

16-2435
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. Statement and signature.

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Richard D. Fladung, Reg. No. 30,834

September 8, 1999

Total number of pages including cover sheet, attachments and document: 6