

AMENDED AND RESTATED BYLAWS
OF
M. D. ANDERSON SERVICES CORPORATION

ARTICLE I
STRUCTURE, MEMBER, AND PURPOSES

Section 1. Structure. The M. D. Anderson Services Corporation (the "Corporation") is a nonprofit corporation organized under the laws of the State of Texas, which has a Member within the meaning of the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann. Art. 1396 (the "Act"). The Articles of Incorporation of the Corporation (as amended from time to time, the "Articles of Incorporation") were filed in the office of the Secretary of the State of Texas on November 21, 1989.

Section 2. Member. The Member of the Corporation shall be the President, as exists from time to time and acting in his official capacity, of The University of Texas M. D. Anderson Cancer Center (the "Cancer Center") or any organization succeeding to the assets and liabilities of the Cancer Center. In the event that the title of President of the Cancer Center is abolished, the Member of the Corporation shall be the highest-ranking person in the administration of the Cancer Center organization. In the event that the Cancer Center ceases to do business, the Member of the Corporation shall be the Board of Regents of The University of Texas System.

Section 3. Purposes. The purposes for which the Corporation is organized and to be operated are charitable, educational, and scientific, and, in accomplishment of such purposes, the Corporation is to be administered solely for the benefit of the Cancer Center. The Corporation shall have, without limitation, the following purposes:

- (a) Establish and maintain comprehensive outpatient centers for cancer care, including without limitation general clinics and specialty clinics, offering ambulatory chemotherapy, diagnostic radiology, therapeutic radiology, clinical and pathology laboratories, and pharmacy;
- (b) Establish and maintain inpatient cancer centers in various settings (such as a unit in an acute-care facility or as a freestanding unit on an acute-care campus);
- (c) Enter into co-operative agreements with local medical centers, providing institutional services with respect to inpatient care for cancer patients;
- (d) Enter into educational agreements with local medical centers or other institutions to enhance the training of technicians and allied health professionals in the care of cancer patients;

(e) Enter into agreements with Cancer Center for the use of necessary or appropriate services, facilities, equipment, personnel, programs, names, service marks, trademarks, intellectual property, and such other items that would further the purposes of the Corporation;

(f) Establish and maintain programs, including educational programs and services for physicians, educational programs for the public, and marketing programs, for the purposes of generating and enhancing referrals with respect to the services and facilities offered by Cancer Center; and

(g) Perform such other activities or functions that the Board deems appropriate or necessary for the accomplishment of the purposes of the Corporation.

ARTICLE II ACTION BY MEMBER

Section 1. Appointments. Directors of the Corporation shall be appointed in accordance with the provisions of Article IV, Section 3 of these Bylaws (the "Bylaws"). If the Member determines to create an Advisory Board, the Member shall appoint Advisory Board members in accordance with the provisions of Article VII, Section 3 of these Bylaws.

Section 2. Other Actions by Member. Any Director, however appointed, may be removed from office at any time, with or without cause, by the Member.

Section 3. Annual Meeting of Member. The annual meeting of the Member shall be held at such time and place as shall be designated by the Member, or, if not so designated, on the second Wednesday of the month of January of each year at the Corporation's registered office for the purpose of appointing Directors who are to be appointed by the Member as described in Article IV and Advisory Board members for the ensuing year and transacting such other business as may be properly brought before such annual meeting. No notice of such annual meetings shall be required.

Section 4. Special Meetings of Member. Special meetings of the Member shall be held whenever called by the Chairman of the Board, the Board of Directors, or the Member. Notice of special meetings shall be required. The Secretary shall give notice of each special meeting to the Member by delivering written notice to the Member either in person or by mail stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Section 5. Voting. The Member may vote in person or by proxy executed in writing by the Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 6. Conduct of Business. At meetings of the Member, matters pertaining to the Corporation's purposes shall be considered. The President of the Cancer Center, if present, shall preside as chairman at meetings of the Member; and in such individual's absence a chairman shall be chosen by the Member. The Member shall fix the rules and procedures for its meetings, keep regular minutes of its meetings, and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

ARTICLE III OFFICES

Section 1. Principal Place of Business. The principal place of business of the Corporation shall be located at 7505 S. Main, Suite 500, Houston, Texas 77030. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the Act. The registered office may but need not be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

Section 2. Number. The number and appointment of the Board of Directors shall be as set forth in Article VI of the Articles of Incorporation.

Section 3. Appointment and Term. At its annual meeting, the Member shall appoint Directors who are to be appointed by the Member. Such appointments shall be effective on the date of the next Annual Meeting (as defined in Article IV, Section 7 of these Bylaws). Each person serving as a Director shall serve until the earlier to occur of (a) the next Annual Meeting (as defined in Article IV, Section 7 of these Bylaws), or (b) such Director's death, resignation, or removal as provided in these Bylaws.

Section 4. Removal. Any Director, however appointed, may be removed from office at any time, with or without cause, by the Member.

Section 5. Vacancies. Any vacancy occurring in the office of a Director, whether by death, resignation, removal, increase in the number of Directors, or otherwise, shall be filled by the person or entity (the Member or the Board of Regents) who appointed the Director whose vacancy is to be filled.

Section 6. Meetings of Directors. The Directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 7. Annual Meetings. The annual meeting of the Board of Directors ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors, or, if not so designated, on the third Wednesday of the month of January of each year at the Corporation's principal office for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall not be required.

Section 8. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held quarterly at such times and places as shall be designated from time to time by resolution of the Board of Directors. Notice of Regular Meetings shall be required.

Section 9. Special Meetings. Special meetings of the Board of Directors ("Special Meetings") shall be held at such times and places as shall be designated from time to time by the Chairman or, on the written request of any Director, by the Secretary or on the written request of the Member. Notice of Special Meetings shall be required.

Section 10. Notice of Meetings. The Secretary shall give notice of the time and place of each Regular and Special Meeting to each Director in person, or by mail, telegraph, or telephone, at least five (5) days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting. At any such meeting at which every Director shall be present even though without notice, any matter pertaining to the Corporation's purposes may be considered and acted upon.

Section 11. Quorum. A majority of the then acting Directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Voting. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 13. Conduct of Business. At meetings of the Board of Directors, matters pertaining to the Corporation's purposes shall be considered.

At all meetings of the Board of Directors, the Chairman of the Board shall preside, and in the absence of the Chairman of the Board, a chairman shall be chosen by the Board of Directors from among the Directors present.

The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the chairman may appoint any person to act as secretary of the meeting. The chairman of any meeting of the Board of Directors shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business.

Section 14. Compensation of Directors; Expenses. Persons serving as Directors shall not receive any salary or compensation for their services as Directors; provided, however, that nothing contained herein shall be construed as precluding any Director from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a Director) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Directors may from time to time determine. A Director shall be entitled to reimbursement for reasonable expenses incurred by him in carrying out his duties as a Director.

ARTICLE V COMMITTEES

Section 1. Board Committees. The Board of Directors may from time to time designate members of the Board of Directors to constitute committees that shall have and may exercise such powers as a majority of the Board of Directors may determine in the resolution that creates the committee. The Board of Directors may appoint individuals who are not members of the Board of Directors to any committee; provided, however, that a majority of the committee members shall be members of the Board of Directors if such committee exercises the authority of the Board of Directors in the management of the Corporation.

Other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and members appointed by a resolution adopted by the Board of Directors. Membership of such committees may, but need not, be limited to Directors.

Section 2. Procedures; Meetings; Quorum. Any committee created by the Board of Directors or these Bylaws, unless otherwise expressly provided herein, shall (a) have a chairman designated by the Board of Directors, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board of Directors, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the

same to the Board of Directors at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures or these Bylaws or by the Board of Directors.

The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate Director to act at that meeting in the place of the absent or disqualified member.

ARTICLE VI OFFICERS

Section 1. Number, Titles, and Term of Office. The officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint. Such other officers and assistant officers shall have such authority and responsibility as may be assigned to them by the Board of Directors. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary. Except for those officers elected pursuant to the Unanimous Consent of Directors in Lieu of Organizational Meeting (the "Organization Consent"), the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected. The term of office for those officers elected pursuant to the Organization Consent shall be that period of time beginning on the date of the Organization Consent and ending on the date of the first Annual Meeting. In any event, a duly-elected officer shall serve in the office to which he or she is elected until his or her successor has been duly elected and qualified.

Section 2. Removal. Any officer or agent or member of a committee elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and the Advisory Board and shall have such other powers and duties as may be assigned to such officer in these Bylaws or from time to time by the Board of Directors. The Chairman of the Board shall be appointed by the Member.

Section 5. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the President shall have

general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors and the Executive Committee; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Board of Directors.

Section 6. Powers and Duties of a Vice President. Each Vice President shall have such powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 7. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require.

Section 8. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Incorporation, may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

ARTICLE VII
ADVISORY BOARD

Section 1. Powers. The Corporation may have an advisory board (the "Advisory Board"). If an Advisory Board is created by the Member, the following provisions of Article VII shall govern the operation of the Advisory Board. The Advisory Board shall, upon the request of the Board of Directors, advise and assist the Board of Directors on such matters as the Board of Directors may designate.

Section 2. Number. The Advisory Board shall consist of such persons appointed to the Advisory Board from time to time by the Member. The number of Advisory Board members may be increased or decreased from time to time by the Member; provided that any such decrease or increase shall be in accordance with the provisions of applicable law, and provided further, to the extent practicable and allowable by applicable law.

Section 3. Appointment. The Member shall appoint persons to the Advisory Board.

Section 4. Term. All members of the Advisory Board shall be classified, with respect to the time for which they severally hold office, into three classes as nearly as equal in number as possible. The first class shall be originally appointed for a term expiring at the Annual Meeting next following the Member's creation of the Advisory Board, the second class shall be originally elected for a term expiring at the next following Annual Meeting, and the third class shall be originally elected for a term expiring at the next following Annual Meeting, with Advisory Board members of each class to hold office in any event until their successors have been elected or appointed and qualified, or until their earlier death, resignation, or removal.

Section 5. Removal. Any Advisory Board member may be removed at any time, with or without cause, by the Member.

Section 6. Vacancy. Any vacancy occurring in the Advisory Board shall be filled by the Member.

Section 7. Meetings. The Advisory Board may hold meetings at such time and place as the Advisory Board may from time to time determine; provided, however, in the absence of such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 8. Notice of Meetings. The Secretary shall give notice to Advisory Board members of the time and place of each Advisory Board meeting as far in advance as practicable before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Advisory Board's purposes may be considered and acted upon at such meeting. At any meeting at which every Advisory Board member shall be present even though without notice, any matter pertaining to the Advisory Board's purposes may be considered and acted upon.

Section 9. Quorum. A majority of the then acting Advisory Board members shall constitute a quorum for the consideration of any matters pertaining to the Advisory Board's purposes. If at any meeting of the Advisory Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 10. Voting. An Advisory Board member may vote in person or by proxy executed in writing by such individual.

Section 11. Conduct of Business. Unless the Member designates a chairman of the Advisory Board, the Chairman of the Board of Directors shall act as chairman of all meetings of the Advisory Board at which such individual is present; in the absence of a chairman designated by the Member and the Chairman of the Board of Directors, a chairman shall be chosen from among the Advisory Board members present. The chairman of any meeting of the Advisory Board shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business. The Advisory Board shall keep regular minutes of all its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and shall report the same to the Board of Directors at its next succeeding meeting.

Members of the Board of Directors shall be invited to attend all meetings of the Advisory Board.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Corporation's fiscal year shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The Corporation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person or Member entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Member, Directors, or Committees; Telephone Meetings. Any action required by law or these Bylaws to be taken at a meeting of the Member, the Board of Directors, or any committee, or any action which may be taken at a meeting of the Member, the Board of Directors, or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by the Member and all of the Directors, or members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, Member, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such Member, Board of Directors, or committee, as the case may be, by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended, or repealed by the Member at any annual meeting of the Member, or at any special meeting of the Member if notice of the proposed amendment is contained in the notice of such special meeting of the Member; provided, however, that (a) any such alteration, amendment, or repeal that is substantive in nature shall have received the prior approval of the Board of Regents of The University of Texas System (the "System") and (b) any such alteration, amendment, or repeal that is nonsubstantive in nature shall have received the prior approval of the System's Executive Vice Chancellor for Health Affairs and the System's Vice Chancellor and General Counsel.