

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*Ocala Regional Cancer
 Center L.C.*

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 DIVISION OF CORPORATION

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 TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
OCALA REGIONAL CANCER CENTER, L.C.

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit., We further declare that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

ARTICLE I

NAME

The name of this limited liability company shall be Ocala Regional Cancer Center, L.C., and its principal place of business shall be in the City of Beverly Hills, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all

the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the two members as follows:

Community Radiation Oncology Centers, Inc.	\$5,000.00
Florida Institute of Radiation and Endocurietherapy, Inc.	\$1,000.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make future contributions in the same proportion as their original capital contribution.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. If members desire, a managing member may be elected to operate the Company. This article may be amended from time to time in the

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regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

EXISTENCE

This limited liability company shall exist until March 25, 2028, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located in the City of Beverly Hills, County of Citrus, State of Florida, and the post office address of said principal office of the corporation shall be 6071 Nakoma Drive, Beverly Hills, Florida 34465.

ARTICLE VII

MEMBERS

Management of this limited liability company is reserved to its members:

Community Radiation Oncology Centers, Inc., a California corporation, 2650 Elm Ave., Suite 205, Long Beach, CA 90806

Florida Institute of Radiation and Endocurietherapy, Inc., a Florida corporation, 3406 N. Lecanto Highway, Beverly Hills, Florida 34465

ARTICLE VIII

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 915 SE 17th Street, Ocala, Florida 34471, and the name of the initial registered agent at that office is Thomas M. Egan.

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ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold, transferred, encumbered, pledged, or otherwise alienated except with unanimous written consent of members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members, subject to restrictions set forth in the Regulations and Member Agreement.

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ARTICLE X

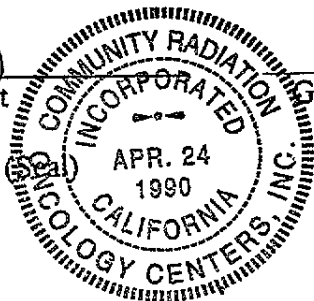
WE, the undersigned, being the original members of the foregoing limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of OCALA REGIONAL CANCER CENTER, L.C.

WITNESS our hands and Seals this 26 day of March, 1998.

Community Radiation Oncology Centers, Inc.

Florida Institute of Radiation and Endocurie-
Therapy, Inc.


A.M. NISAR SYED, President



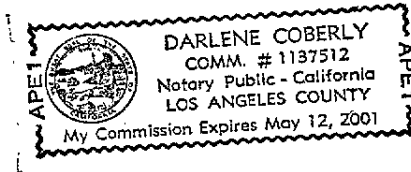

JAYANTH RAO, President



STATE OF CALIFORNIA
COUNTY OF Los Angeles

Before me this day personally appeared A.M. Nisar Syed, on behalf of the corporation, who produced (known) for identification and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed, this 26 day of March, 1998, and he did not take an oath.

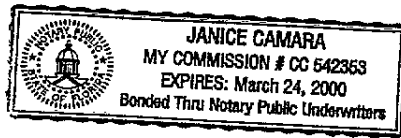
Darlene Coberly
Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF CITRUS

Before me this day personally appeared G. JAYANTH RAO, on behalf of the corporation, who produced known for identification and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed, this 30th day of March, 1998, and he did not take an oath.

Janice Camara
Notary Public
My Commission Expires: 3-24-00



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NOTARY PUBLIC STATE OF FLORIDA
JANICE CAMARA

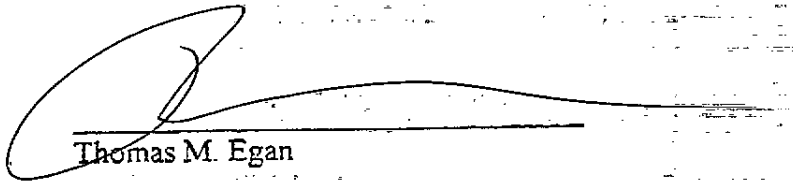
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 608.407(d), Florida Statutes, the following is submitted, in compliance with said Act:

First -- That OCALA REGIONAL CANCER CENTER, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of organization at City of Beverly Hills, County of Citrus, State of Florida, has named THOMAS M. EGAN located at 915 SE 17th Street, County of Marion, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Thomas M. Egan

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS
IN ACCORDANCE WITH FLORIDA STATUTES SECTION 608.407(2)

STATE OF CALIFORNIA
COUNTY OF Los Angeles

Before me, the undersigned authority, personally appeared A.M. Nisar Syed, who being first duly sworn, deposes and says:

1. He is the President of Community Radiation Oncology Centers, Inc., a California corporation, and one of the members of Ocala Regional Cancer Center, L.C., a Florida Limited Liability Company.

2. Ocala Regional Cancer Center, L.C. has two members, to wit: Community Radiation Oncology Centers, Inc., and Florida Institute of Radiation and Endocurietherapy, Inc. a Florida corporation.

3. The following amounts of cash have been contributed to the limited liability company by the members:

Community Radiation Oncology Centers, Inc.	\$5,000.00
Florida Institute of Radiation and Endocurietherapy, Inc.	\$1,000.00

No property other than cash has been or will be contributed by the members. Additional cash contributions are not anticipated.

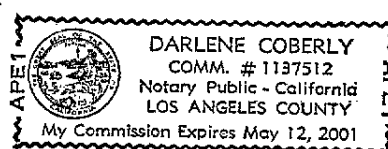
4. He has personal knowledge of the matters set forth herein This affidavit is given pursuant to F.S. 608.407 (2)

Further Affiant Sayeth Naught.

A.M. Nisar Syed
A.M. Nisar Syed

Sworn and subscribed before me this 26 day of March, 1998 by A.M. Nisar Syed, who is personally known to me or produced (shown) as identification, and di take an oath.

Darlene Coberly
Notary Public
My Commission Expires:
5/12/01



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