

A30302

St. Lucie County Radiation Oncology, Ltd.
2171 Sandy Drive
State College, PA 16803

April 22, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

RE: St. Lucie County Radiation Oncology, Ltd.
1998 Annual Report for Limited Partnerships
Document # A30302
FEIN # 65-0244882

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27

Dear Agency Representative,

Enclosed is our 1998 Annual Report for Limited Partnership's. Please note we also completed an amendment to our certificate of Limited Partnership which states our general partner has changed to:

EquiMed, Inc. d.b.a. in Florida as EQMD, Inc.
2171 Sandy Drive
State College, PA 16803
Doc# F96000000545

Additionally, we are enclosing a check for \$1,087.50 to cover the following expenses:

\$ 437.50 Capital Contributions Fee (Maximum Amount)
88.75 Supplemental Fee (Per the enclosed letter from FL.)
52.50 Certificate of Amendment
8.75 Certificate of Status Fee
~~500.00~~ Penalty for Late Filing
\$1087.50

500002514855--7
-05/07/98--01017--001
1087.50 *52.50

Name	
Availability	
Document	If you have any questions, I can be reached at (814) 238-1692. Thank you.
Examiner	DCC
	Sincerely,
Signature	DCC
Printer	Carmela Harnett
Verifier	Carmela Harnett
	Tax Department
Acknowledgement	DCC
	Enclosures
W. P. Verifier	DCC

FF \$52.50

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

ST. LUCIE COUNTY RADIATION ONCOLOGY, LTD.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 06/27/90 adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment:

Per merger agreement dated February 2, 1996, Oncology Services Corporation no longer retained any partnership interest in St. Lucie County Radiation Oncology, Ltd. The General Partner interest was assumed by EquiMed, Inc. as part of the merger.

See attached merger agreement.

St. Lucie County Radiation Oncology, Ltd. operates in Florida
dba Treasure Coast Radiation Oncology Center.

SECOND: This certificate of amendment shall be effective on the merger date.


THIRD: Signature(s)

Signature of previous general partner:



Oncology Services Corporation Title Date 4/24/98

Signature of new general partner, if applicable:



EquiMed, Inc. Title Date 4/27/98

Filing Fee: \$52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:28

2,000,000 Shares
EquiMed
i n c o r p o r a t e d
Common Stock

The 2,000,000 shares of Common Stock offered hereby are being sold by EquiMed, Inc. ("EquiMed" or the "Company"). EquiMed is the successor in interest to the business of EquiVision, Inc. ("EquiVision") and the Colkitt Oncology Group, Inc. ("Oncology Group") as a result of the merger of the Oncology Group with and into EquiVision and the subsequent merger of EquiVision with and into EquiMed, as more fully described in this Prospectus. On February 8, 1996, the last reported sale price of the EquiMed Common Stock was \$15.25. The Common Stock of the Company is traded on the Nasdaq National Market under the symbol EQMD.

The shares offered hereby involve a high degree of risk. See "Risk Factors" on page 7 hereof.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public	Underwriting Discounts(1)	Proceeds to Company(2)
Per Share	\$14.00	\$0.98	\$13.02
Total(3)	\$28,000,000	\$1,960,000	\$26,040,000

- (1) See "Underwriting" for indemnification arrangements with the several Underwriters.
- (2) Before deducting expenses payable by the Company estimated at \$2,700,000.
- (3) A certain Selling Stockholder has granted to the Underwriters a 30-day option to purchase up to 300,000 additional shares of Common Stock solely to cover over-allotments, if any. If the Underwriters exercise this option in full, the total Price to Public, Underwriting Discount, Proceeds to Company and Proceeds to Selling Stockholder will be \$32,200,000, \$2,254,000, \$26,040,000 and \$3,906,000, respectively. See "Underwriting."

The shares of Common Stock are offered by the Underwriters, subject to prior sale, receipt and acceptance by them and subject to the right of the Underwriters to reject any order in whole or in part and certain other conditions. It is expected that certificates for such shares will be available for delivery on or about February 14, 1996.

Interstate/Johnson Lane
Corporation

The date of this Prospectus is February 9, 1996

Oncology Centers. The Company currently owns or operates 30 radiation oncology centers and has management contracts with four additional centers. Each center contains a linear accelerator and contains or has access to a treatment simulator and treatment planning computer. The centers are staffed by at least one board certified or board eligible radiation oncology physician, one or more radiation therapy technologists, an oncology nurse and other personnel, including secretarial and maintenance personnel, and van drivers for patient transportation. Ownership and management structures vary among the radiation oncology centers, in that the Company wholly owns certain of the centers, owns an interest in partnerships that own certain other centers and has long term management services agreements with certain other centers.

<u>Name</u>	<u>Location</u>	<u>Year Founded</u>	<u>Physicians</u>
Cancer Center of Northern Arizona	Flagstaff, AZ	1993	1
Florida East Coast Cancer Treatment Center	Ft. Pierce, FL	1994	1
Lake Okeechobee Regional Cancer Center	Okeechobee, FL	1993	1
Treasure Coast Radiation Oncology Center	Port St. Lucie, FL	1991	1
Cancer Center of Tampa	Tampa, FL	1995*	1
Keys Cancer Center	Key West, FL	1994	1
Kankakee Cancer Center	Kankakee, IL	1987	1
The Radiation Oncology Center at Union Memorial Hospital	Baltimore, MD	1992	2
The Oncology Center at Riverside	Belcamp, MD	1992	1
Greenbelt Cancer Treatment Center	Lanham, MD	1995	1
The Chesapeake Regional Cancer Center	Mechanicsville, MD	1992	1
MGH Cancer Treatment Center	Olney, MD	1989	1
Northwest Radiation Oncology Center	Randallstown, MD	1991	1
The Radiation Oncology Center at Marlton	Marlton, NJ	1991	2
Brooklyn Cancer Center	Brooklyn, NY	1994*	2
Richard E. Winter Cancer Center	Ogdensburg, NY	1994	2**
Oneonta Cancer Center	Oneonta, NY	1995	1
Albemarle Regional Cancer Center	Elizabeth City, NC	1992	2
Salisbury Radiation Oncology Center	Salisbury, NC	1993*	1
Regional Oncology Center of Williams County	Bryan, OH	1993	1
Tri-State Cancer Center	East Liverpool, OH	1993	1
Exton Cancer Center	Exton, PA	1988	1
Greater Harrisburg Cancer Center	Harrisburg, PA	1989	1
Indiana Regional Cancer Center	Indiana, PA	1987	1
Lebanon Valley Cancer Center	Lebanon, PA	1988	1
Mahoning Valley Cancer Center	Lehighton, PA	1988	1
Heritage Hills Oncology Center	Littlestown, PA	1991	1
Cancer Center at Phoenixville Hospital	Phoenixville, PA	1992	1
Greater Pittsburgh Cancer Center	Pittsburgh, PA	1988	2
Jefferson Radiation Oncology Center	Pittsburgh, PA	1992	1

* Acquired rather than founded in the year indicated.

** Includes one medical oncologist.

The Company also manages four radiation oncology centers in Baltimore, Maryland, Vineland, New Jersey, Yonkers, New York and Stoneboro, Pennsylvania. In addition, the Company expects to open a radiation oncology center in Holyoke, Massachusetts in early 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 28 PM 2:28