

F03000001997

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000268701700

merged

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 JAN 27 PM 4:40
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
2015 JAN 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JJR
1/28/15

ACCOUNT NO. : I20000000195
REFERENCE : 479380 7667894
AUTHORIZATION : *[Signature]*
COST LIMIT : \$70.00

ORDER DATE : January 27, 2015
ORDER TIME : 3:20 PM
ORDER NO. : 479380-005
CUSTOMER NO: 7667894

ARTICLES OF MERGER

MANATEE RADIATION ONCOLOGY,
INC.

INTO

ONCURE MEDICAL CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OnCure Medical Corp.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person At (_____) _____
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED,
2015 JAN 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------------|---------------------|--|
| <u>OnCure Medical Corp.</u> | <u>DE</u> | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| <u>Manatee Radiation Oncology, Inc.</u> | <u>FL</u> | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR Upon Filing (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/31/14 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/31/14.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT OF MERGER
(Surviving Corporation: OnCure Medical Corp.)

Now on this 31st day of December, 2014 A.D., **OnCure Medical Corp.**, a Delaware Corporation, **Mission Viejo Radiation Oncology Medical Group, Inc.**, a California Corporation, **Manatee Radiation Oncology, Inc.**, a Florida Corporation, and **Radiation Oncology Center, LLC**, a Delaware Limited Liability Company, pursuant to Section 251 and 264 of the General Corporation Law of the State of Delaware, Section 607.1108 of the Florida Business Corporation Act, and Section 1101 of the California Corporations Code, have entered into the following Agreement of Merger:

WITNESSETH that:

WHEREAS, the respective Boards of Directors and Board of Managers of the foregoing named corporations and limited liability companies deem it advisable that the corporations and limited liability companies merge into a single corporation as hereinafter specified; and

WHEREAS, said OnCure Medical Corp. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on 18th of March, 2003; and

WHEREAS, said Mission Viejo Radiation Oncology Medical Group, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of California on the 22nd of October, 1997; said Radiation Oncology Center, LLC filed its Certificate of Organization in the office of the Secretary of State of the State of California on the 28th of March, 1997; and said Manatee Radiation Oncology, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 21st of November, 1997 (together the "**Disappearing Entities**");

NOW, THEREFORE, the corporations and limited liability company, parties to this Agreement, by and between their respective Boards of Directors and Boards of Managers, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The Disappearing Entities shall be and are hereby merged into OnCure Medical Corp., which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of OnCure Medical Corp., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the Disappearing Entities shall be as follows:

Not applicable.

FOURTH: The terms and conditions of this merger shall be as follows:

The Disappearing Entities shall merge into the surviving corporation. Upon the Effective Date of the merger, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers, and franchises, of a public, as well as of a private nature, of the Surviving Corporation and of the Disappearing Entities, and all property, real, personal and mixed, and all debts due on whatever account, and all and every other interest, of or belonging to the Disappearing Entities, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or interest therein vested by deed or otherwise in the Disappearing Entities shall not revert or be in any way impaired by reason of such merger, but shall vest in the Surviving Corporation. At such time, the Surviving Corporation shall also thereupon and thenceforth be responsible and liable for all of the liabilities and obligations of the Disappearing Entities, in the same manner and to the same extent as if the Surviving Corporation had itself incurred the same or contracted therefor.

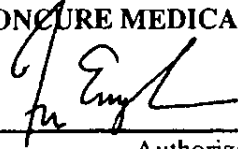
FIFTH: The name and business address of the general partners of OnCure Medical Corp. as in effect on the date of merger provided for this Agreement are:

2270 Colonial Boulevard, Fort Myers, FL 33907

SIXTH: This merger shall become effective on December 31, 2014, or upon filing with the Secretary of State of Delaware, whichever is later.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the authority duly given by their respective Board of Directors and Board of Managers, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

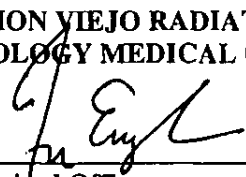
ONCURE MEDICAL CORP.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

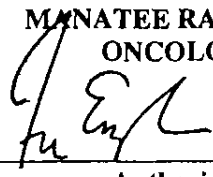
MISSION VIEJO RADIATION
ONCOLOGY MEDICAL GROUP, INC.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

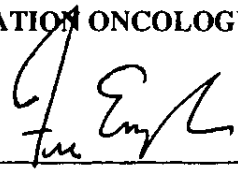
MANATEE RADIATION
ONCOLOGY, INC.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

RADIATION ONCOLOGY CENTER,
LLC

By: 
Authorized Officer

Name: Frank English

Title: Treasurer