ACCOUNT NO. : 072100000032

REFERENCE: 839587 4302173

AUTHORIZATION :

COST LIMIT: \$ 70.00 Patricia Pujut

ORDER DATE: June 1, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 839587-010

CUSTOMER NO: 4302173

CUSTOMER: Judith Abraham, Legal Asst

Shereff Friedman Hoffman &

919 Third Avenue

New York, NY 10022

100002545821---6

FOREIGN FILINGS

NAME: USCC ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XX PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

incorporated.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1, USCC Acquisition Corp. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.			
2. Delaware (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)			
4. April 22, 1998 [Date of Incorporation] 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")			
6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, (SS) &			
7. 1116 Highland Beach Drive, Highland Beach, Florida 33487			
Attn: Jeffrey A. Goffman			
8. To acquire and operate entities, or interests therein, engaged in outpatient radiation therapy services, and businesses incidental thereto.			
(Purpose(s) or corporation authorized in home state or country to be carried out in the state of Ficrida)			
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Companies Jeffrey A. Goffman			
Office Address: *20* *20* *1116 Highland Beach Drive			
Highland Beach TANNANCE , Florida, 3230K 33487 (Zip Code)			
10. Registered agent's acceptance:			
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. By: Registered agent's signature			
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official			

having custody of corporate records in the jurisdiction under the law of which it is

- 12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)
- A. DIRECTORS (Street address only-P.O. Box NOT acceptable)

Chairman:	Jeffrey A. Goffman	
Address:	1116 Highland Beach Drive	
	Highland Beach, FL 33487	
Vice Chairm	nan:	
Address:		
Director:	w. Brian Fuery	-
Address:	c/o U.S. Cancer Care, Inc., 1034 A Street,	Hayward, CA 94541
Director:		
Address: _		9 S AT
B OFFICE:	DC (Street address and D. D. Dan NOW and (111)	
_	RS (Street address only- P.O. Box NOT acceptable) W. Brian Fuery	TIL JUN -3 JRETAR:
Address: _	c/o U.S. Cancer Care ., Inc., 1034 A Street	FO P I
, refer 535,	Hayward, CA 94541	TLORR D
 Vice Presider	nt: See attachment	PAR E
Address:	II. Doo addamand	
	Jeffrey A. Goffman	
Address: _	1116 Highland Beach Drive	
	Highland Beach, FL 33487	
Treasurer: _		
Address:		
_		
NOTE: If nec	essary, you may attach an addendum to the application listing additiona	l officers and/or
13	(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the	o analication \
14	Jeffrey A. Goffman	••
	(Timed or printed name and convoity of person signing applicati	(20)

Attachment

OTHER OFFICERS OF USCC ACQUISITION CORP.

John Fuery, M.D. Vice President c/o U.S. Cancer Care, Inc, 1034 A Street Hayward, California 94541

Randy C. Sklar Executive Vice President of Business Development 905 Forest Glen Lane Wellington, Florida 33414

Richard Padelford c/o U.S. Cancer Care, Inc, 1034 A Street Hayward, California 94541

Douglas McBride Chief Information Officer 181 Oak Road Danville, California 94526 98 JUN -3 PH 12: 42
SECRETARY OF STATE

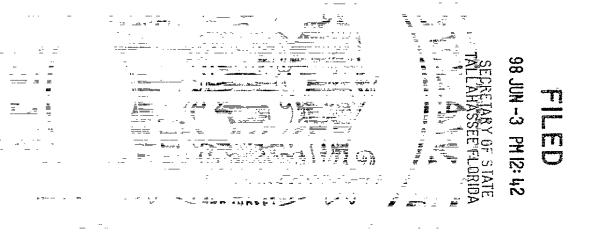
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USCC ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D. 1998.

AND I_DO_HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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P. dwff. Jul 06-02-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: