

F9900000/287

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

15 JAN 27 PM 4:40

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

15 JAN 27 AM 9:38

DEPARTMENT OF STATE
ALLANSSIE, FLORIDA

Merger
2-3-15
DC

ACCOUNT NO. : I20000000195

REFERENCE : 479380 7667894

AUTHORIZATION

COST LIMIT : \$ 245.00

ORDER DATE : January 27, 2015

ORDER TIME : 3:23 PM

ORDER NO. : 479380-015

CUSTOMER NO: 7667894

ARTICLES OF MERGER

SARASOTA COUNTY ONCOLOGY,
INC. (ET AL)

INTO

U.S. CANCER CARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2015

CSC
ATTN: COURTNEY WILLIAMS

SUBJECT: U.S. CANCER CARE, INC.
Ref. Number: F99000001287

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 FEB - 2 AM 11:02
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RESUBMIT
Please give original
submission date as file date.

We have received your document for U.S. CANCER CARE, INC. and the authorization to debit your account in the amount of \$245.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 115A00001705

ARTICLES OF MERGER
(Profit Corporations)

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>U.S. Cancer Care, Inc.</u>	<u>DE</u>	<u> </u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sarasota County Oncology, Inc.</u>	<u>FL</u>	<u> </u>
<u>Englewood Oncology, Inc.</u>	<u>FL</u>	<u> </u>
<u>Venice Oncology Center, Inc.</u>	<u>FL</u>	<u> </u>
<u>Interhealth Facility Transport, Inc.</u>	<u>FL</u>	<u> </u>
<u>(see attached)</u>	<u> </u>	<u> </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)

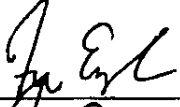
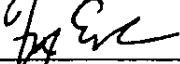


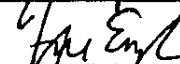


FILED
15 JAN 27 AM 9:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

Additional merging entities:

Charlotte Community Radiation Oncology, Inc. (Jurisdiction- FL)

Sarasota Radiation & Medical Oncology Center, Inc. (Jurisdiction – FL)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>U.S. Cancer Care, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Sarasota County Oncology, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Englewood Oncology, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Venice Oncology Center, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Charlotte Community Radiation Therapy Center, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Sarasota Radiation & Medical Center, Inc.</u>		<u>Frank English, Treasurer</u>
<u>Interhealth Facility Transport, Inc.</u>		<u>Frank English, Treasurer</u>
<u> </u>	<u> </u>	<u> </u>
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Plan and Agreement of Merger
(Surviving Corporation: U.S. Cancer Care, Inc.)

Now on this 31st day of December, 2014 A.D., U.S. Cancer Care, Inc., USCC Acquisition Corp., Mica Flo II, Inc., each a Delaware Corporation, Pointe West Oncology, LLC, a Delaware Limited Liability Company, Santa Cruz Radiation Oncology Management Corp., USCC Healthcare Management Corp., Coastal Oncology, Inc., each a California Corporation, Sarasota County Oncology, Inc., Englewood Oncology, Inc., Venice Oncology Center, Inc., Charlotte Community Radiation Oncology, Inc., Sarasota Radiation & Medical Oncology Center, Inc., and Interhealth Facility Transport, Inc., each a Florida Corporation, pursuant to Section 251 and Section 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 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 U.S. Cancer Care, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 12, 1997; and

WHEREAS, said Santa Cruz Radiation Oncology Management Corp. filed its Certificate of Incorporation in the office of the Secretary of State of the State of California on the 18th day of December, 2006; said USCC Healthcare Management Corp. filed its Certificate of Incorporation in the office of the Secretary of State of the State of California on the 19th of April, 1999; said Coastal Oncology, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of California on the 6th of December, 1976; said USCC Acquisition Corp. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on the 22nd of April, 1998; said Pointe West Oncology, LLC filed its Certificate of Organization in the office of the Secretary of State of the State of Delaware on the 9th of January, 2003; said Mica Flo II, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on the 29th of April 1998; said Sarasota County Oncology, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 27th December, 1993; said Englewood Oncology, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 12th of November 1992; said Venice Oncology Center, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 30th day of December, 1992; said Charlotte Community Radiation Oncology, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 14th of August, 1995; said Sarasota Radiation & Medical Oncology Center, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 20th day of February, 1976; and said Interhealth Facility Transport, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on the 1st of June, 1980 (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 U.S. Cancer Care, Inc., which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of U.S. Cancer Care, Inc., 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 U.S. Cancer Care, Inc. as in effect on the date of merger provided for this Agreement is:

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.

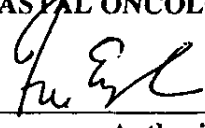
U.S. CANCER CARE, INC.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

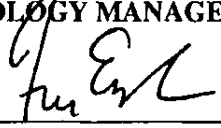
COASTAL ONCOLOGY, INC.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

SANTA CRUZ RADIATION
ONCOLOGY MANAGEMENT CORP.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

USCC ACQUISITION CORP.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

USCC HEALTHCARE
MANAGEMENT CORP.

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

POINTE WEST ONCOLOGY, LLC

By: 
Authorized Officer

Name: Frank English

Title: Treasurer

MICA FLOW II, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

CHARLOTTE COMMUNITY
RADIATION ONCOLOGY, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

SARASOTA COUNTY
ONCOLOGY, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

SARASOTA RADIATION & MEDICAL
ONCOLOGY CENTER, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

ENGLEWOOD ONCOLOGY, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

INTERHEALTH FACILITY
TRANSPORT, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer

VENICE ONCOLOGY, INC.

By: [Signature]
Authorized Officer

Name: Frank English

Title: Treasurer