



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 512474 4305486

AUTHORIZATION : *Patricia P. [signature]*

COST LIMIT : \$ 105.00

ORDER DATE : August 29, 1997

ORDER TIME : 12:10 PM

ORDER NO. : 512474-015

CUSTOMER NO: 4305486

CUSTOMER: Brian Davis, Esq
Taft Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202

300002280823--9

ARTICLES OF MERGER

ASSOCIATES IN RADIATION
MEDICINE, INC.
SOUTHWEST FLORIDA EQUIPMENT IN

INTO

21ST CENTURY ONCOLOGY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

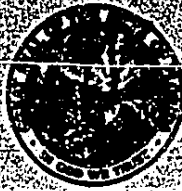
CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

[Handwritten signature]
[Handwritten initials]

FILED
97 AUG 29 AM 10:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 AUG 29 AM 9:59
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 8, 1997

CSC
CARINA DUNLAP
TALLAHASSEE, FL

SUBJECT: 21ST CENTURY ONCOLOGY, INC.
Ref. Number: H36131

RESUBMIT

Please give original
submission date as file date.

We have received your document for 21ST CENTURY ONCOLOGY, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

THE DATE OF ADOPTION, AUGUST 31 IS AFTER THE DATE OF SIGNING AND AFTER THE DATE OF RECEIPT IN THIS OFFICE. YOU HAVE REQUESTED THAT THIS MERGER BE FILED ON - AUGUST 28. THIS IS NOT POSSIBLE WITH THESE DATES CONTAINED IN THE DOCUMENT.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 997A00044596

RECEIVED
97 SEP - 8 PM 3:17
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

8/29/97
August 29, 1997

P/S file
2nd

CSC
CARINA L. DUNLAP
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: ASSOCIATES IN RADIATION MEDICINE, P.A.
Ref. Number: P93000020158

We have received your document for ASSOCIATES IN RADIATION MEDICINE, P.A. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

THERE IS NO CORPORATION ON RECORD WITH THE NAME ASSOCIATES IN RADIATION MEDICINE, INC. THERE IS A PROFESSIONAL ASSOCIATION, HOWEVER THE STATUTES DO NOT PERMIT THE MERGING OF ONE INTO THE OTHER.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00043551

RECEIVED
97 SEP -5 PM 12:14
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

OF

**ASSOCIATES IN RADIATION MEDICINE, INC.
SOUTHWEST FLORIDA EQUIPMENT, INC.**
(hereinafter collectively referred to as the "Corporations")

AND

21ST CENTURY ONCOLOGY, INC.
(hereinafter referred to as "21st Century")

FILED
97 AUG 29 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

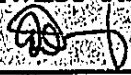
Pursuant to Section 607.1105 of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger:

1. Attached hereto is the Plan of Merger for merging the Corporations with and into 21st Century as approved and adopted on August 29, 1997 by the Board of Directors of Radiation Therapy Regional Centers, Inc., the sole shareholder of the Corporations and 21st Century.
2. The effective time and date of the merger herein shall be 5:00 p.m. as of August 31, 1997.
3. 21st Century will continue its existence as the surviving corporation under the name 21st Century Oncology, Inc. pursuant to the provisions of the Florida Business Corporation Act.
4. Shareholder approval was not required for this merger, pursuant to Section 607.1104 of the Florida Business Corporation Act, as Radiation Therapy Regional Centers, Inc. is the sole shareholder of the Corporations and 21st Century.

Dated: AUGUST 29, 1997.

**21ST CENTURY ONCOLOGY, INC. ASSOCIATES IN RADIATION MEDICINE, INC.
SOUTHWEST FLORIDA EQUIPMENT, INC.**

By: 
Name: Daniel E. Dosoretz, M.D.
Title: President

By: 
Name: Daniel E. Dosoretz, M.D.
Title: President (of both Corporations)

PLAN OF MERGER
OF
ASSOCIATES IN RADIATION MEDICINE, INC.
SOUTHWEST FLORIDA EQUIPMENT, INC.
(hereinafter collectively referred to as the "Corporations")

AND

21ST CENTURY ONCOLOGY, INC.
(hereinafter referred to as "Survivor")

1. The Corporations shall be merged with and into Survivor as of the date this Plan of Merger is adopted.
2. Survivor will continue its existence as the surviving corporation under the name 21st Century Oncology, Inc., pursuant to the provisions of the Florida Business Corporation Act.
3. The Articles of Incorporation and Bylaws of Survivor shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of Survivor at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of Survivor, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws.
5. For purposes of this merger, the issued shares of Survivor shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of Survivor.
6. The shares of the Corporations shall be retired, and new shares of Survivor shall not be issued, as Radiation Therapy Regional Centers, Inc. is the sole shareholder of the Corporations and Survivor and will be the sole shareholder of Survivor after the merger.
7. The Board of Directors and the proper officers of the Corporations and Survivor, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.