

DEC-29-1998 14:28

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# H68395

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

**USCC FLORIDA ACQUISITION CORP., A DE BUSINESS CORP**

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Merger  
12-30-98  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ST. JOHNS ONCOLOGY CENTER, INC., a Florida corporation, H29471  
FLORIDA CANCER CENTER-WELLS COMPLEX, INC., a Florida corporation,  
H68376  
FLORIDA CANCER CENTER-ORANGE PARK, INC., a Florida corporation,  
H68395

INTO

**USCC FLORIDA ACQUISITION CORP.**, a Delaware corporation not qualified in  
Florida

File date: December 29, 1998, effective December 31, 1998

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER****OF**

**ST. JOHNS ONCOLOGY CENTER, INC.,**  
a Florida business corporation;  
**FLORIDA CANCER CENTER - WELLS COMPLEX, INC.,**  
a Florida business corporation; and  
**FLORIDA CANCER CENTER-ORANGE PARK, INC.,**  
a Florida business corporation;

**INTO**

**USCC FLORIDA ACQUISITION CORP.,**  
a Delaware business corporation

To the Department of State  
State of Florida

EFFECTIVE DATE

12-31-98

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc., which are all Florida business corporations which are wholly-owned by USCC Florida Acquisition Corp., a Delaware business corporation ("USCC"), with and into USCC, as approved by the Board of Directors of St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc. on December 29, 1998, and as adopted by the Board of Directors of USCC on December 29, 1998.

2. The merger of St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc., with and into USCC is permitted by the laws of the jurisdiction of organization of USCC and has been authorized in compliance with said laws. The date of approval of the merger by the Board of Directors of USCC was December 29, 1998.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 1998.

Executed on December 29, 1998.

US195101080ARTMER001

Ellen Sue Block BAR# 9485940  
McDermott, Will & Emery  
201 S. Biscayne Blvd., Ste. 2200  
Miami, FL 33131  
305-347-6500

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**PLAN OF MERGER**

1. USCC Florida Acquisition Corp., ("USCC") which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc., which are all Florida business corporations and the wholly-owned subsidiaries of USCC, hereby merges St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc. into USCC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of USCC.

2. The separate existence of St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and USCC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.

3. The issued shares of each of St. Johns Oncology Center, Inc.; Florida Cancer Center-Wells Complex, Inc.; and Florida Cancer Center-Orange Park, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of USCC 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.

**ST. JOHNS ONCOLOGY CENTER, INC.**

a Florida business corporation

By: 

W. Brian Fuery, President

**FLORIDA CANCER CENTER - WELLS COMPLEX,  
INC., a Florida business corporation**By: 

W. Brian Fuery, President

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FLORIDA CANCER CENTER-ORANGE PARK, INC.,  
a Florida business corporation

By:   
W. Brian Fuery, President

USCC FLORIDA ACQUISITION CORP.,  
a Delaware business corporation

By:   
W. Brian Fuery, President

15195101080PLAN.001

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