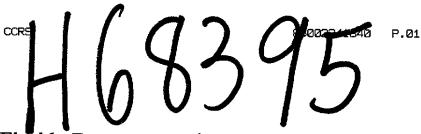
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Division of Corporations

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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714 Phone : (850)222-1173 Fax Number : (850)224-1640 98 DEC 29 PM 1: 27
SECRETARY OF STATE

MERGER OR SHARE EXCHANGE

USCC FLORIDA ACQUISITION CORP., A DE BUSINESS CORP

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ARTICLES OF MERGER Merger Sheet

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

H980000242266

ARTICLES OF MERGER

OF

123 PAIE

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



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.

- I. 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.
 - 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.

1519519010/80ARTMER.001

Ellen Sue Block BAR# 9485940 McDermott, Will & Emery 201 S. Biscayne Blvd., Ste. 2200 Miami, FL 33131 305-347-6506

H980000242266

PLAN OF MERGER

- 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.; Fiorida 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

FLORIDA CANCER CENTER - WELLS COMPLEX,

INC., a Florida business corporation

317 Thin Eveny President

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FLORIDA CANCER CENTER-ORANGE PARK, INC.,

a Florida business cosporation

USCC FLORIDA ACQUISITION CORP.,

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