

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9173
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800-142-B086



1950000300

ACCOUNT NO. : 107210000032
REFERENCE : 568186 *Patricia P. Smith* 128099A

AUTHORIZATION :

COST LIMIT : \$ 302.50 **337.50**

ORDER DATE : March 29, 1995

ORDER TIME : 11:29 AM

ORDER NO. : 568186

CUSTOMER NO: 128099A

CUSTOMER: Ms. Marty Taylor
OPTION CARE, INC.

Suite 212
100 Corporate North
Bannockburn, IL 60015

DOMESTIC FILING

NAME: CANCER CARE OF NAPLES, L.C.

XXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN APR 19 1995

FILED
95 APR 19 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CANCER CARE OF NAPLES, L.C.
Ref. Number: W95000007038

We have received your document for CANCER CARE OF NAPLES, L.C. and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The total amount due is \$337.50.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00014656

ARTICLES OF ORGANIZATION
OF
CANCER CARE OF NAPLES, L.C.

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95 APR 18 PM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company (the "Company") shall be CANCER CARE OF NAPLES, L.C.

ARTICLE II
PURPOSES

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

A. To engage in any activity or business authorized under the Florida statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

ARTICLE III
CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate amount of One Hundred Twenty-Five Thousand Dollars (\$125,000) in cash shall be paid to the Company by the three (3) initial members. Such amount shall be

paid in proportion to such members' respective interests in the Company. Except as otherwise expressly provided in the Regulations of the Company, any other payment by the members in excess of the total contributions stated herein shall not be treated as a capital contribution to the Company.

ARTICLE IV
DURATION

The Company shall exist until the earlier of the date not exceeding 30 years from the date of filing of the Articles of Organization with the Department of State or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Members, but in no event, will existence exceed 30 years from the date of filing these Articles of Organization with the Department of State.

ARTICLE V
PLACE OF BUSINESS IN THE STATE

The address of the Company's place of business in the State of Florida shall be:

1100 Goodlette Road
Naples, Florida 33940

ARTICLE VI
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office of the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE VII
TRANSFERABILITY OF MEMBER'S INTEREST;
ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

Additional persons may be admitted as additional members of the Company in accordance with the Company's regulations.

ARTICLE VIII
MANAGEMENT

The business of the Company shall be managed by its managers, who shall be elected by the members in accordance with the Company's Regulations. The names and addresses of the initial managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Ray Bailey
1100 Goodlette Road
Naples, Florida 33940

and

Cheryl Deering
1100 Goodlette Road
Naples, Florida 33940

ARTICLE IX
CONTINUATION OF BUSINESS OPERATIONS

The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability company only upon the unanimous approval of the remaining members.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Cancer Care of Naples, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$125,000.
- 3) No property other than cash is being contributed by members.
- 4) The total amount of cash or property anticipated to be contributed by members is \$125,000. This total includes amounts from 2 and 3 above.

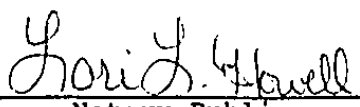


Ray Bailey, a member of the above-named
limited liability company

(In accordance with § 608.408(3), Florida Statutes,
the execution of this Affidavit constitutes an
affirmation under the penalties of perjury
that the facts stated herein are true)

State of Florida)
) SS
County of Lee)

10th The foregoing instrument was acknowledged before me this
day of April, 1995, by Ray Bailey.

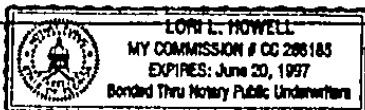


Notary Public

My Commission Expires:

Print Name: Lori L. Howell

Commission No: CC286185



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 31st DAY OF MARCH, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Gail Shelby, as Agent

[mrb.option-care]015
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95 APR 18 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA