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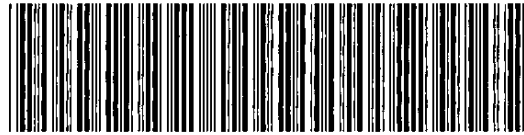
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RECEIVED
08 JAN -4 AM 11:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 JAN -4 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
1/4/08



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

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January 4, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7117549 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

ViewRay Incorporated (DE)
Merger (Survivor)
Florida

File 1st

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Joel Rodriguez
Fulfillment Manager
joel.rodriguez@wolterskluwer.com

ARTICLES OF MERGER
(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 2000 JAN 4, PM 4:13
pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>VIEWRAY INCORPORATED</u>	<u>Delaware</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>VIEWRAY INCORPORATED</u>	<u>Florida</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </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 / / (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 , 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 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 December 20, 2007.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

VIEWRAY INCORPORATED

[Handwritten signature]

William W. Wells, Chief Executive Officer

VIEWRAY INCORPORATED

Benjamin

William W. Wells, Chief Executive Officer

ARTICLES OF MERGER
OF
VIEWRAY INCORPORATED
a Florida corporation
AND
VIEWRAY INCORPORATED
a Delaware corporation

The following articles of merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is ViewRay Incorporated, a Delaware corporation.

SECOND: The name and jurisdiction of the merging corporation is ViewRay Incorporated, a Florida corporation.

THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

FORTH: The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and the filing of the Certificate of Merger with the Delaware Secretary of State.


FIFTH: The Plan of Merger was adopted by the written consent of the sole stockholder of the surviving corporation ViewRay Incorporated, a Delaware corporation, on December 20, 2007.

SIXTH: The Plan of Merger was adopted by the requisite written consent of the shareholders of the merging corporation ViewRay Incorporated, a Florida corporation, on December 20, 2007, in accordance with the FBCA section 607.0704.

[Signatures Appear on the Following Page.]

IN WITNESS WHEREOF, each of the parties to the merger, pursuant to authority duly granted by their respective Board of Directors, has caused this Articles of Merger to be executed as of this 8 day of January, 2008.

VIEWRAY INCORPORATED,
a Delaware corporation



Signature of Officer

Name: William W. Wells
Title: Chief Executive Officer

VIEWRAY INCORPORATED,
a Florida corporation



Signature of Officer

Name: William W. Wells
Title: Chief Executive Officer

EXHIBIT A

Plan of Merger
[See attached]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated November 19, 2007 (the "Agreement"), is entered into by and between ViewRay Incorporated, a Florida corporation ("ViewRay Florida"), and ViewRay Incorporated, a Delaware corporation ("ViewRay Delaware").

BACKGROUND

The respective Boards of Directors of ViewRay Florida and ViewRay Delaware believe that it is in the best interests of ViewRay Florida and ViewRay Delaware and their respective shareholders and stockholders to consummate the merger of ViewRay Florida with and into ViewRay Delaware under and pursuant to the provisions of this Agreement, the Delaware General Corporation Law (the "DGCL"), and the Florida Business Corporation Act (the "FBCA").

TERMS

In consideration of the mutual agreements contained in this Agreement, the parties agree on the terms as set forth below.

1. Merger. Subject to the requisite approval of their respective shareholders, ViewRay Florida shall be merged with and into ViewRay Delaware (the "Merger").
2. Effective Time. The Merger shall become effective immediately upon the filing of a certificate of merger with the Secretary of State of the State of Delaware in accordance with the DGCL and the filing of articles of merger with the Department of State of the State of Florida in accordance with the FBCA. The time of such effectiveness is hereinafter called the "Effective Time."
3. Surviving Corporation. ViewRay Delaware shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware. At the Effective Time, the separate corporate existence of ViewRay Florida shall cease.
4. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation shall be amended in connection with the Merger in the form attached hereto as Exhibit A (the "Amended Certificate of Incorporation") and shall remain the Certificate of Incorporation of the Surviving Corporation immediately following the Effective Time, unless and until the same shall thereafter be amended or repealed in accordance with the DGCL.
5. Bylaws. The Bylaws of ViewRay Delaware as they exist at the Effective Time shall be the Bylaws of the Surviving Corporation immediately following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions of such Bylaws and the DGCL.
6. Board of Directors and Officers. The members of the Board of Directors of ViewRay Delaware immediately following the Effective Time shall be the members of the Board of Directors of the Surviving Company immediately following the Effective Time. The officers of ViewRay Delaware immediately prior to the Effective Time shall be the officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of ViewRay Delaware, or until their respective successors are elected and qualified.

7. Cancellation of Outstanding ViewRay Delaware Stock. At the Effective Time, the one (1) share of common stock of ViewRay Delaware presently issued and outstanding shall automatically be cancelled, and no shares of common stock or preferred stock of ViewRay Florida or other securities of ViewRay Florida shall be issued in respect thereof.

8. Conversion of Outstanding ViewRay Florida Stock.

(a) At the Effective Time, each one (1) issued and outstanding share of common stock of ViewRay Florida and all rights in respect thereof shall automatically and without further action by any person be converted into one (1) fully-paid and nonassessable share of common stock of ViewRay Delaware, and each certificate representing shares of common stock of ViewRay Florida shall, for all purposes, be deemed to evidence the ownership of the number of shares of common stock of ViewRay Delaware equal to the number of shares of common stock of ViewRay Florida as are set forth in such certificate multiplied by one (1). After the Effective Time, each holder of an outstanding certificate representing shares of common stock of ViewRay Florida shall surrender the same to ViewRay Delaware for cancellation, and each such holder shall be entitled to receive, in exchange therefor, a certificate or certificates evidencing the ownership of common stock of ViewRay Delaware determined by multiplying the number of shares of common stock represented by the ViewRay Florida certificate(s) surrendered to ViewRay Delaware by one (1). No fractional shares of the common stock of ViewRay Delaware shall be issued pursuant to the Merger. In lieu thereof, each holder of record of the common stock of ViewRay Florida who would otherwise be entitled to receive a fractional share of the common stock of ViewRay Delaware shall receive a cash payment from ViewRay Delaware in an amount equal to the number of shares of the common stock of ViewRay Florida resulting in such fractional share of the common stock of ViewRay Delaware multiplied by the fair market value of the common stock of ViewRay Florida as of the Effective Time.

(b) At the Effective Time, each one (1) issued and outstanding share of preferred stock of ViewRay Florida established as "Series A Convertible Preferred Stock" (the "ViewRay Florida Series A Preferred Stock") and all rights in respect thereof shall automatically and without further action by any person be converted into one (1) fully-paid and nonassessable share of preferred stock of ViewRay Delaware established as "Series A Convertible Preferred Stock," \$0.01 par value per share (the "ViewRay Delaware Series A Preferred Stock"), and each certificate representing shares of ViewRay Florida Series A Preferred Stock shall, for all purposes, be deemed to evidence the ownership of the number of shares of ViewRay Delaware Series A Preferred Stock equal to the number of shares of ViewRay Florida Series A Preferred Stock as are set forth in such certificate multiplied by one (1). After the Effective Time, each holder of an outstanding certificate representing shares of ViewRay Florida Series A Preferred Stock shall surrender the same to ViewRay Delaware for cancellation, and each such holder shall be entitled to receive, in exchange therefor, a certificate or certificates evidencing the ownership of ViewRay Delaware Series A Preferred Stock determined by multiplying the number of shares of preferred stock represented by the ViewRay Florida certificate(s) surrendered to ViewRay Delaware by one (1). No fractional shares of the preferred stock of ViewRay Delaware shall be issued pursuant to the Merger. In lieu thereof, each holder of record of the ViewRay Florida Series A Preferred Stock who would otherwise be entitled to receive a fractional share of the ViewRay Delaware Series A Preferred Stock shall receive a cash payment from ViewRay Delaware in an amount equal to the number of shares of the ViewRay Florida Series A Preferred Stock resulting in such fractional share of the ViewRay Delaware Series A Preferred Stock multiplied by the fair market value of the ViewRay Florida Series A Preferred Stock as of the Effective Time.

9. Dissenter's Rights. Holders of ViewRay Florida common stock or ViewRay Florida Series A Preferred Stock immediately prior to the Effective Time who would be entitled to vote on the Merger and who dissent from the Merger, may be entitled to be paid the fair value of the share(s)

owned by such holders of stock, provided that such holders of ViewRay Florida common stock or ViewRay Florida Series A Preferred stock: (a) deliver to ViewRay Florida before the vote is taken at a shareholder meeting, or within twenty (20) days after receiving notice of appraisal rights if the Merger is to take place without a shareholder meeting, written notice of the shareholders' intent to demand payment if the Merger is effectuated; and (b) do not vote, or cause or permit to be voted, any share of ViewRay Florida common stock or ViewRay Florida Series A Preferred Stock in favor of the Merger.

10. Rights and Liabilities of ViewRay Florida. At and after the Effective Time, and all in the manner of and as more fully set forth in the DGCL and the FBCA, the title to all real estate and other property, or any interest therein, owned by each of ViewRay Florida and ViewRay Delaware shall be vested in ViewRay Delaware without reversion or impairment; ViewRay Delaware shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of ViewRay Florida and ViewRay Delaware without reversion or impairment; ViewRay Delaware shall thereafter be responsible and liable for all of the liabilities and obligations of each of ViewRay Florida and ViewRay Delaware; any claim existing or action or proceeding pending by or against ViewRay Florida and ViewRay Delaware may be continued as if the Merger did not occur or ViewRay Delaware may be substituted for ViewRay Florida in the proceeding; neither the rights of creditors nor any liens upon the property of ViewRay Florida and ViewRay Delaware will be impaired by the Merger; and ViewRay Delaware shall indemnify and hold harmless the officers and directors of each of the parties to this Agreement against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

11. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of ViewRay Florida and ViewRay Delaware at any time prior to the Effective Time, whether before or after approval by the shareholders and stockholders of either or both of the parties to this Agreement.

12. Amendment. The Boards of Directors of the parties to this Agreement may amend this Agreement at any time prior to the Effective Time; provided that an amendment made subsequent to the approval of this Agreement by the shareholders or stockholders of either of the parties to this Agreement shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Amended Certificate of Incorporation of ViewRay Delaware, or (c) change any other terms or conditions of this Agreement if such change would have materially adverse effect on the holders of any capital stock of either party to this Agreement.

13. Registered Office. The registered office of ViewRay Delaware in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle, Zip Code 19801, and the name of the registered agent of ViewRay Delaware at such address is The Corporation Trust Company.

14. Inspection of Agreement. Executed copies of this Agreement will be on file at the principal place of business of ViewRay Delaware at ViewRay Incorporated, 101 SE 2nd Place, Suite 201D, Gainesville, Florida 32601. A copy of this Agreement shall be furnished by ViewRay Delaware, on request and without cost, to any shareholder or stockholder of either ViewRay Florida or ViewRay Delaware.

15. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other

jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

16. Service of Process. On and after the Effective Time, ViewRay Delaware agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of ViewRay Florida or ViewRay Delaware arising from the Merger.


17. Designation of Florida Department of State as Agent for Service of Process. At and after the Effective Time, ViewRay Delaware irrevocably appoints the Department of State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders or stockholders of ViewRay Florida or ViewRay Delaware arising from the Merger. The Florida Department of State is requested to mail a copy of any such process to ViewRay Delaware at 101 SE 2nd Place, Suite 201D, Gainesville, Florida 32601.

18. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which together shall be deemed one and the same instrument.


[Signatures Appear on the Following Page.]

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of the date first written above.

VIEWRAY INCORPORATED,
a Delaware corporation

By: 
Name: William W. Wells
Title: Chief Executive Officer

VIEWRAY INCORPORATED,
a Florida corporation

By: 
Name: William W. Wells
Title: Chief Executive Officer