



THE UNITED STATES
CORPORATION
COMPANY

P11993

ACCOUNT NO. : 072100000032
REFERENCE : 277278 4309769
AUTHORIZATION : *Patricia Pzyts*
COST LIMIT : \$ 70.00

97 MAR -3 11 12
FBI
RECEIVED
FBI

ORDER DATE : February 28, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 277278-005

CUSTOMER NO: 4309769

300002102488--8

CUSTOMER: Ms. Debra E. Mcpipkin
Baker Donelson Bearman &
Suite 2000
165 Madison Avenue
Memphis, TN 38103

ARTICLES OF MERGER

RESPONSE TECH HEALTHCARE
CORPORATION

INTO

RESPONSE ONCLOLOGY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

AL HENDRICKS MAR - 4 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

RESPONSE TECH HEALTHCARE CORPORATION, A FLORIDA
CORPORATION, L24840.

into

RESPONSE ONCOLOGY, INC., a Tennessee corporation P11993

File date: March 3, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
RESPONSE TECH HEALTHCARE CORPORATION
A FLORIDA CORPORATION,
INTO
RESPONSE ONCOLOGY, INC.
A TENNESSEE CORPORATION

FILED
97 MAR -3 11 3 12
SECRET
TALLAHASSEE

Pursuant to the provisions of Section 48-21-101 *et seq.* of the Tennessee Business Corporations Act (the "Act"), the undersigned corporation adopts the following Articles of Merger:

1. The Agreement and Plan of Merger of Response Tech Healthcare Corporation into Response Oncology, Inc. is attached hereto and incorporated herein and was approved by each of the following named corporations in compliance with the Act.

2. The date of the written consent at which the Agreement and Plan of Merger was adopted by Response Tech Healthcare Corporation is February 7, 1997 and the Agreement and Plan of Merger was duly adopted by the Directors of Response Tech Healthcare Corporation.

3. The date of the written consent at which the Agreement and Plan of Merger was adopted by Response Oncology, Inc. is February 7, 1997 and the Agreement and Plan of Merger was duly adopted by the Directors of Response Oncology, Inc.

4. The merger shall be effective when these Articles are filed by the Secretary of State of Tennessee.

Dated: February 7, 1997

RESPONSE ONCOLOGY, INC.

By: Joseph Clark
Joseph Clark, Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

7th **THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") made as of this day of February, 1997, by and between **RESPONSE TECH HEALTHCARE CORPORATION**, a Florida corporation (the "Merging Corporation"), and **RESPONSE ONCOLOGY INC.**, a Tennessee corporation (the "Surviving Corporation").

ARTICLE I. RECITALS

Section 1.1. Merging Corporation's Capital Stock. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida. The Merging Corporation has authorized capital stock consisting of one thousand (1,000) shares of common stock, no par value, of which one thousand (1,000) shares have been duly issued and are now outstanding. All issued and outstanding shares of common stock of the Merging Corporation are owned by the Surviving Corporation.

Section 1.2. Surviving Corporation's Capital Stock. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Tennessee. The Surviving Corporation has authorized capital stock consisting of 30,000,000 shares of common stock, of which 8,942,192 shares have been duly issued and are now outstanding.

Section 1.3. Desire to Merge. The Merging Corporation and the Surviving Corporation desire to effect a statutory merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted resolutions, by written consent, approving this Agreement.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements contained herein contained, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Tennessee Business Corporation Act, as amended (the "Act"), and upon the following terms and conditions:

ARTICLE II. PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge with and into the Surviving Corporation is Response Tech Healthcare Corporation.

Section 2.2. The Surviving Corporation. The name of the corporation with and into which the Merging Corporation proposes to merge is Response Oncology, Inc.

ARTICLE III.
TERMS AND CONDITIONS OF PROPOSED MERGER
AND EFFECTIVE DATE OF THE MERGER

Section 3.1. General. Upon the Effective Date of the Merger (as hereinafter defined): (a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Tennessee corporation; (b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be cancelled; and (c) the separate existence of the Merging Corporation shall cease, as provided by the Act.

Section 3.2. Effective Date of the Merger. The merger contemplated by this Agreement shall become effective upon the date of the filing of the Articles of Merger with the Tennessee Secretary of State.

ARTICLE IV.
MANNER AND BASIS OR CONVERTING SHARES OF CAPITAL STOCK OF THE
MERGING CORPORATION INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of common stock of the Merging Corporation shall automatically and by operation of law be cancelled and the certificate evidencing ownership of such shares shall be void and of no effect.

ARTICLE V.
CERTIFICATE OF INCORPORATION AND BYLAWS
OF THE SURVIVING CORPORATION

The Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

ARTICLE VI.
DIRECTORS AND OFFICERS

The directors of the Surviving Corporation in office on the Effective Date of the Merger shall remain the directors of the Surviving Corporation, and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain the officers of the Surviving Corporation, in each case until their respective successors shall have been duly elected and qualified.

**ARTICLE VII.
CORPORATE APPROVAL AND TERMINATION**

Section 7.1. Corporate Approval. Pursuant to Section 48-21-105 of the Act, this Agreement and related matters shall not be submitted to the shareholders of the Merging Corporation nor the Surviving Corporation to vote or consent with respect thereto.

Section 7.2. Waiver by Shareholder. This Agreement and Plan of Merger is not being mailed to shareholders pursuant to a waiver executed by the Sole Shareholder.

Section 7.3. Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Board of Directors of the Surviving Corporation or the Merging Corporation. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporation nor the Surviving Corporation or their respective shareholders, directors or officers shall be liable in respect to such termination or abandonment.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

ATTEST:


DEBBIE ELLIOTT, Secretary

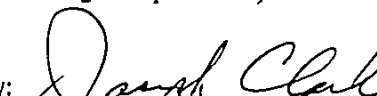
**RESPONSE TECH
HEALTHCARE CORPORATION**
(Merging Corporation)

By: 
JOSEPH CLARK, President

ATTEST:


DEBBIE ELLIOTT, Secretary

RESPONSE ONCOLOGY, INC.
(Surviving Corporation)

By: 
JOSEPH CLARK, President

WAIVER OF MAILING
BY THE SOLE SHAREHOLDER OF
RESPONSE TECH HEALTHCARE CORPORATION

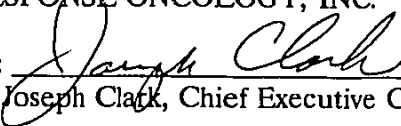
Pursuant to the provisions of Section 607.227 of the Florida General Corporation Act (the "Act"), the undersigned sole shareholder hereby waives all right to receipt by mail of the Agreement and Plan of Merger dated as of February 7, 1997, whereby Response Tech Healthcare Corporation, a Florida corporation, shall be merged with and into Response Oncology, Inc., a Tennessee corporation, with Response Oncology, Inc. being the surviving corporation.

Dated: February 7, 1997

Sole Shareholder:

RESPONSE ONCOLOGY, INC.

By:


Joseph Clark, Chief Executive Officer