

P11993

LAW OFFICES
BAKER, DONELSON, BEARMAN & CALDWELL

A PROFESSIONAL CORPORATION

FIRST TENNESSEE BUILDING

165 MADISON AVENUE

SUITE 2000

MEMPHIS, TENNESSEE 38103

(901) 526-2000

FACSIMILE

(901) 577-2303

TENNESSEE

MEMPHIS
NASHVILLE
CHATTANOOGA
KNOXVILLE
JOHNSON CITY
HUNTSVILLE

MISSISSIPPI

JACKSON

WASHINGTON, D.C.

TONYA S. COCHRAN, CLA
Direct Dial: (901) 577-8107
Internet Address: tcocochran@bdbc.com

May 27, 1999

200002889872--2

-05/28/99--01089--001

***218.75 ***218.75

Florida Department of State
Corporations Division
Bureau of Commercial Recordings
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Merger

Dear Sir or Madam:

Enclosed herewith please find Articles of Merger of five (5) Florida subsidiaries with and into their parent corporation, Response Oncology, Inc., along with our firm's check in the amount of \$218.75 representing the filing fee plus \$8.75 for a certified copy.

Please find the Articles and Plan of Merger of record in your office and forward to me a Certified Copy of the filing. For your convenience, I have enclosed a pre-addressed Federal Express envelope for your use in returning the documents to my attention.

If you have any questions, please contact me at 901-577-8107.

Sincerely,



Tonya S. Cochran, CLA
Legal Assistant

FILED
99 MAY 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

Encl:

T. LEWIS JUN 8 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

RESPONSE ONCOLOGY OF WEST FT. LAUDERDALE, INC., a Florida corporation, 523432

RESPONSE ONCOLOGY OF THE TREASURE COAST, INC., a Florida corporation, J18377

RESPONSE ONCOLOGY OF MIAMI BEACH, a Florida corporation, H85697

RESPONSE ONCOLOGY OF ST. PETERSBURG, INC., a Florida corporation, S44642

JULIO F. OCHOA, INC., a Florida corporation, 536460

INTO

RESPONSE ONCOLOGY, INC., a Tennessee corporation, P11993

File date: May 28, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporations)

FILED
99 MAY 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

RESPONSE ONCOLOGY, INC.

Tennessee

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Response Oncology of West Ft. Lauderdale, Inc.

Florida

Response Oncology of Treasure Coast, Inc.

Florida

Response Oncology of ^{name} Miami Beach, Inc.

Florida

Response Oncology of St. Petersburg, Inc.

Florida

Julio F. Ochoa, Inc.

Florida

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.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on the 27th day of May, 1999, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the sole shareholder of each of the merging corporations on the 27th day of May, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Name of Individual & Title

RESPONSE ONCOLOGY, INC.

RESPONSE ONCOLOGY OF
WEST FT. LAUDERDALE, INC.

RESPONSE ONCOLOGY OF
TREASURE COAST, INC.

RESPONSE ONCOLOGY OF
MIAMI BEACH, INC.

RESPONSE ONCOLOGY OF
ST. PETERSBURG, INC.

JULIO F. OCHOA, INC.

Joseph T. Clark
Joseph T. Clark
Joseph T. Clark
Joseph T. Clark
Joseph T. Clark
Joseph T. Clark

JOSEPH CLARK / PRESIDENT

JOSEPH CLARK / PRESIDENT

JOSEPH CLARK / PRESIDENT

JOSEPH CLARK / PRESIDENT

JOSEPH CLARK / PRESIDENT

JOSEPH CLARK / PRESIDENT

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RESPONSE ONCOLOGY, INC.	Tennessee

The name and jurisdiction of each **subsidiary** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Response Oncology of West Ft. Lauderdale, Inc.	Florida
Response Oncology of Treasure Coast, Inc.	Florida
Response Oncology of Miami Beach, Inc.	Florida
Response Oncology of St. Petersburg, Inc.	Florida
Julio F. Ochoa, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Upon the Effective Date of the Merger, each share of common stock of the Merging Corporations outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) issued and outstanding shares of common stock of the Surviving Corporation. From and after the Effective Date, each outstanding certificate theretofor representing shares of Merging Corporations common stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of common stock of Surviving Corporation into which such shares of Merging Corporations shall have been converted. Promptly after the Effective Date, the Surviving Corporation shall issue to the shareholder(s) of each of the Merging Corporations a stock certificate representing such shares of the Surviving Corporation common stock in exchange for the certificate(s) which formerly represented shares of each of the Merging Corporations common stock, which shall be cancelled.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of Section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, F.S., may be entitled, if they comply with the provisions of Chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

N/A

Other provisions relating to the merger are as follows:

The Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of Incorporation 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.

The directors of the Surviving Corporation in office on the Effective Date of the Merger shall continue as the directors of the Surviving Corporation, and officers of the Surviving Corporation in office on the Effective Date of the Merger shall continue as officers of the Surviving Corporation.