

P11993

Document Number Only

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Tallahassee, FL 32301
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2002 JUL 12 PM 3:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation(s) Name

Denise

Response Oncology of Fort Lauderdale, Inc.

Response Oncology of Tamarac, Inc.

Response Oncology Management of South Florida, Inc.

Merging into:

Response Oncology, Inc.

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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		<i>C. Coulllette</i>
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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Thank You!

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-07/12/02--01035--015
****140.00 ****140.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

RESPONSE ONCOLOGY OF FT. LAUDERDALE, INC., a Florida corporation,
625541

RESPONSE ONCOLOGY MANAGEMENT OF SOUTH FLORIDA, INC., a
Tennessee corporation, F96000001774

into

RESPONSE ONCOLOGY, INC., a Tennessee entity P11993

File date: July 12, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

MERGING

**ALL OF THE SUBSIDIARIES IDENTIFIED
ON SCHEDULE 1 TO EXHIBIT A HERETO
(each a Florida corporation)**

WITH AND INTO

**RESPONSE ONCOLOGY, INC.
(a Tennessee corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 48-21-105(a)(1) of the Tennessee Business Corporation Act, **RESPONSE ONCOLOGY, INC.**, a Tennessee corporation ("Parent"), hereby adopts the following Articles of Merger with respect to the merger of each of the corporations identified on Schedule 1 to Exhibit A hereto (each a "Sub") with and into Parent:

1. Parent is the direct or indirect owner of all of the outstanding shares of common stock of each Sub.

2. Effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida, each Sub shall be merged with and into Parent, and Parent shall be the surviving corporation.

3. The Plan and Agreement of Merger attached hereto as Exhibit A was adopted on June 25, 2002 by the Board of Directors of Parent with regard to the merger of each Sub with and into Parent.

4. Neither the shareholders of Parent, nor the shareholders of any Sub, nor the Board of Directors of any Sub is required to approve the merger. The merger was approved by the Board of Directors of Parent by the execution of an Action by Written Consent on June 25, 2002.

5. The merger is permitted by Tennessee law, and all actions required under Tennessee law to effect the merger have been taken.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on _____
behalf of Parent as of June 25, 2002.

RESPONSE ONCOLOGY, INC.

By: _____

Name: Charles Sweet

Title: President

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
MERGING
ALL OF THE SUBSIDIARIES IDENTIFIED
ON SCHEDULE 1 HERETO
WITH AND INTO
RESPONSE ONCOLOGY, INC.**

A. **RESPONSE ONCOLOGY, INC.**, a Tennessee corporation ("Parent"), directly or indirectly owns 100% of the outstanding voting shares of each of the corporations identified on Schedule 1 hereto (each a "Sub").

B. Each Sub shall be merged with and into Parent, and Parent shall be the surviving entity.

C. All of the estate, property, rights, privileges, powers, and franchises of each Sub shall be vested in Parent as fully and entirely and without change as the same were held by such Sub in its name, and Parent shall assume all of the obligations of each Sub.

D. Parent shall cause to be executed and filed all documents and certificates, and will cause to be performed all other acts, as shall be necessary to effect the merger of each Sub with and into Parent.

E. Effective upon the filing of an appropriate instrument of merger with the Secretary of State of Tennessee and each Sub's state of incorporation, (a) such Sub shall be merged with and into Parent, and Parent shall be the surviving entity, and (b) the outstanding capital stock of Parent immediately prior to the merger shall remain outstanding and unchanged, and the outstanding capital stock of such Sub immediately prior to the merger shall be cancelled for no consideration.

SCHEDULE 1

Subsidiaries

Response Oncology of Fort Lauderdale, Inc., a Florida corporation

Response Oncology Management of South Florida, Inc., a ~~Tennessee~~ corporation