

P96000102706

CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

4/29/98



☒ CERTIFIED COPY

CUS

PHOTO COPY

☒ FILING

Merger

1.) Quality Oncology of Coral Gables, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

OK per S.F.

4/29

Jon
Merger
C.C.

400002504774--3
-04/29/98-01015-023
*****227.50 *****227.50

FILED
98 APR 29 PM 2:31
RECEIVED
98 APR 29 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUALITY ONCOLOGY OF CORAL GABLES, INC., a Florida corporation,
P97000006254

QUALITY ONCOLOGY OF BOCA RATON, INC., a Florida corporation,
P97000006264

QUALITY ONCOLOGY OF BOYNTON BEACH, INC., a Florida corporation,
P97000006245

QUALITY ONCOLOGY OF DAYTONA BEACH, INC., a Florida corporation,
P97000006241

INTO

QUALITY ONCOLOGY, INC., a Florida corporation, P96000102706

File date: April 29, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
of
QUALITY ONCOLOGY OF CORAL GABLES, INC.
QUALITY ONCOLOGY OF BOCA RATON, INC.
QUALITY ONCOLOGY OF BOYNTON BEACH, INC.
QUALITY ONCOLOGY OF DAYTONA BEACH, INC.
Florida Corporations
into
QUALITY ONCOLOGY, INC.
a Florida corporation

FILED
98 APR 29 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Quality Oncology of Coral Gables, Inc., a Florida corporation ("QOCG"), Quality Oncology of Boca Raton, Inc., a Florida corporation ("QOBR"), Quality Oncology of Boynton Beach, Inc., a Florida corporation ("QOBB"), Quality Oncology of Daytona Beach, Inc., a Florida corporation ("QODB"), and Quality Oncology, Inc., a Florida corporation ("QO"), hereby adopt the following Articles of Merger for the purpose of merging QOCG, QOBR, QOBB, and QODB into QO (the "Merger"):

1. QOCG, QOBR, QOBB and QODB shall be merged with and into QO, and QO shall be the surviving corporation of the Merger, pursuant to the Agreement and Plan of Merger dated as of April 28, 1998, attached hereto as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger").
2. The name of the surviving corporation shall be Quality Oncology, Inc.
3. The effective time and date of the Merger shall be 9:00 a.m. (Eastern Standard Time) on April 29, 1998.
4. The Plan of Merger was approved, adopted, certified, executed and acknowledged by unanimous joint written consent in lieu of a special meeting by the shareholders and members of the Board of Directors of QOCG, QOBB, QOBR, and QODB on April 28, 1998 in accordance with Section 607.1105 of the Florida Business Corporation Act, and by unanimous written consent in lieu of a special meeting of the Board of Directors of QO on April 28, 1998 in accordance with Section 607.1105 of the Florida Business Corporation Act.
5. The Articles of Incorporation of QO shall be the Articles of Incorporation of the surviving corporation.
6. Pursuant to the Plan of Merger, all of the issued and outstanding shares of capital stock of QOCG, QOBR, QOBB and QODB shall be canceled.
7. The executed Plan of Merger is on file at the principal place of business of QO, the address of which is 200 East Las Olas Blvd., Suite #2100, Fort Lauderdale, Florida 33301.
8. A copy of the Plan of Merger will be furnished by QO, on request and without cost, to any shareholder of QOCG, QOBR, QOBB, QODB or QO.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of QOCG, QOBR, QOBB, QODB and QO by their authorized officers on April 28, 1998.

QUALITY ONCOLOGY OF CORAL
GABLES, INC., a Florida corporation


By: 

James G. Schwade, M.D.,
President

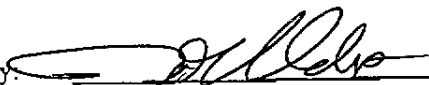
QUALITY ONCOLOGY OF BOCA
RATON, INC., a Florida corporation

By: 
James G. Schwade, M.D.,
President

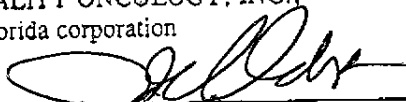
QUALITY ONCOLOGY OF BOYNTON
BEACH, INC., a Florida corporation

By: 
James G. Schwade, M.D.,
President

QUALITY ONCOLOGY OF DAYTONA
BEACH, INC., a Florida corporation

By: 
James G. Schwade, M.D.,
President

QUALITY ONCOLOGY, INC.,
a Florida corporation

By: 
James G. Schwade, M.D.,
President

h:\library\10789\047\docs\qo.aom

ACQUISITION AGREEMENT AND PLAN OF MERGER

THIS ACQUISITION AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this 28th day of April, 1998, by and between Quality Oncology of Boca Raton, Inc., a Florida corporation, Quality Oncology of Boynton Beach, Inc., Quality Oncology of Coral Gables, Inc., a Florida corporation, Quality Oncology of Daytona Beach, Inc., a Florida corporation (collectively, the "Companies" and individually, a "Company"), and Quality Oncology, Inc., a Florida corporation ("QO").

Preliminary Statements

The Companies are wholly-owned subsidiaries of QO. QO deems it advisable and in the best interests of QO and the Companies that the Companies be merged with and into QO (the "Merger"), in accordance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA") in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. Now, therefore, in consideration of the foregoing, of the mutual promises hereinafter set forth and of other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions contained in this Agreement, on the Effective Date, as hereinafter defined, the Companies shall be merged with and into QO in accordance with FBCA and the separate existence of each of the Companies shall thereupon cease for all purposes, and QO, as the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida. This Merger shall have the effect set forth in the FBCA.
2. **Effective Date of Merger.** After the execution of this Agreement, Articles of Merger will be duly prepared, executed and acknowledged by QO, and thereafter delivered to the Department of State of the State of Florida for filing as provided in the FBCA, as soon as practicable on or after the closing of the Merger. The Merger shall become effective on the date of such filing (the "Effective Date").
3. **Effects of the Merger.** On the Effective Date, the separate existence of the Companies shall cease and the Companies shall be merged into QO. At and after the Effective Date, the Surviving Corporation shall possess all the assets, rights and privileges, and shall be subject to all of the restrictions and liabilities, of QO and each of the Companies as provided in the FBCA:
 - a. The Articles of Incorporation of QO in effect immediately prior to the Effective Date of the Merger shall constitute the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and by such articles.
 - b. The Bylaws of QO in effect immediately prior to the Effective Date of the Merger shall constitute the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by law, the Articles of Incorporation of the Surviving Corporation or by such Bylaws.
 - c. The members of the Board of Directors of QO immediately prior to the Effective Date of the Merger shall constitute the Board of Directors of the Surviving Corporation, and the officers of QO immediately prior to the Effective Date of the Merger shall constitute the officers of the Surviving Corporation. Such directors and officers shall serve until their successors shall have been duly elected or

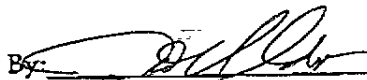
appointed and shall qualify until otherwise provided by law, the Articles of Incorporation or the Bylaws of the Surviving Corporation.

4. **Cancellation of Stock.** On the Effective Date, all of the issued and outstanding shares of capital stock, par value \$.001 per share, of each of the Companies (the "Stock") immediately prior to the Effective Date shall by virtue of the Merger be automatically canceled. On the Effective Date, the stock transfer book of the Companies shall be closed and no transfer of the Stock shall thereafter be made.

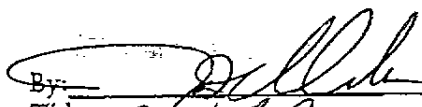
5. **Termination.** Notwithstanding anything hereto to the contrary, this Agreement may be terminated and the Merger abandoned by the mutual consent of the Companies and QO at any time prior to the filing of the Articles of Merger with the State of Florida.

IN WITNESS WHEREOF, this Agreement has been signed by the duly authorized officers of each of the parties as of the day and year first set forth above.

QUALITY ONCOLOGY, INC., a Florida
corporation

By: 
Title: President

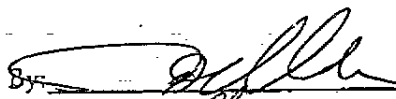
QUALITY ONCOLOGY OF BOCA RATON,
INC., a Florida corporation

By: 
Title: President


QUALITY ONCOLOGY OF BOYNTON
BEACH, INC., a Florida corporation

By: 
Title: President

QUALITY ONCOLOGY OF CORAL
GABLES, INC., a Florida corporation

By: 
Title: President

QUALITY ONCOLOGY OF DAYTONA
BEACH, INC., a Florida corporation

By: 
Title: President