

**P97000097316**

*Foley & Gardner*

Requestor's Name \_\_\_\_\_

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials DOH

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DERMARKAR HEMATOLOGY & ONCOLOGY, P.A., a Florida corporation  
P98000059888

INTO

FLORIDA COMMUNITY CANCER & IMAGING CENTERS, P.A., a Florida  
corporation, P97000097316

File date: July 10, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
DERMARKAR HEMATOLOGY & ONCOLOGY, P.A.  
INTO  
FLORIDA COMMUNITY CANCER & IMAGING CENTERS, P.A.**

Pursuant to Sections 621.13(3) and 607.1105 of the Florida Statutes, the undersigned corporations, **DERMARKAR HEMATOLOGY & ONCOLOGY, P.A.**, a Florida professional service corporation ("Target"), and **FLORIDA COMMUNITY CANCER & IMAGING CENTERS, P.A.**, a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company.

**ARTICLE I  
Plan of Merger**

A Plan of Merger setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

**ARTICLE II  
Adoption of Plan**

The aforesaid Plan of Merger was approved by the shareholders of Target on July 8<sup>th</sup>, 1998 and by the Board of Directors of the Company on July 8<sup>th</sup>, 1998. Pursuant to Florida Statutes Section 607.1103(7), approval of the Plan of Merger by the shareholders of the Company was not required because (i) the articles of incorporation of the Company will not differ from its articles before the merger and (ii) each shareholder of the Company whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

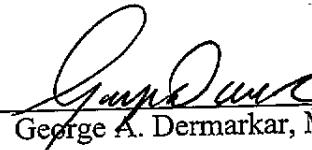
**ARTICLE III  
Effective Date**

The Plan of Merger shall be effective upon the date of the filing of these Articles of Merger with the Florida Department of State.

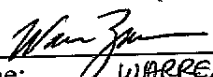
FILED  
JUL 13 1998  
STATE OF FLORIDA  
TALLAHASSEE

· IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 8<sup>th</sup> day of July, 1998.

**DERMARKAR ONCOLOGY &  
HEMATOLOGY, P.A.**, a Florida professional  
service corporation

By:   
George A. Dermarkar, M.D., President

**FLORIDA COMMUNITY CANCER &  
IMAGING CENTERS, P.A.**, a Florida  
professional service corporation

By:   
Name: WARREN ZIMMERMAN  
Its: President

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## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement"), is entered into as of the 8<sup>th</sup> day of July, 1998, by and between DERMARKAR HEMATOLOGY & ONCOLOGY, P.A., a Florida professional service corporation ("Target"), and FLORIDA COMMUNITY CANCER & IMAGING CENTERS, P.A., a Florida professional service corporation ("Company").

### WITNESSETH:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its sole shareholder, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders; that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Agreement; and

WHEREAS, the sole shareholder of Target has approved this Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. Corporate Existence of Surviving Corporation. At the effective time of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

3. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

4. Directors and Officers of Surviving Corporation. The duly qualified and acting directors and officers of the Company immediately prior to the effective time of the Merger shall

be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.

5. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:


a. At the effective time of the Merger, each holder of issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder, have such shares converted into the right to receive one (1) share of common stock, \$0.01 par value, of the Company for each share of common stock of Target, and all of such shares of common stock of Target shall thereafter cease to exist.

b. The Merger shall effect no change in any of the issued and outstanding shares on common stock of Company, and none of its shares shall be changed or converted as a result of the Merger.

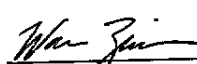
6. Effective Time of Merger. The "effective time" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

**DERMARKAR ONCOLOGY &  
HEMATOLOGY, P.A.,** a Florida professional  
service corporation

By:   
George A. Dermarkar, M.D., President

**FLORIDA COMMUNITY CANCER &  
IMAGING CENTERS, P.A.,** a Florida  
professional service corporation

By:   
Name: WARREN ZIMMERMAN  
Its: President

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