

506358

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Morham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000019216 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 487-6897

From: Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 354-1100
Fax Number : (904) 798-2697

MERGER OR SHARE EXCHANGE

FLORIDA CANCER CENTER-PALATKA, P.A. SHYAM B. PARYANI

Certificate of Status	0
Certified Copy	0
Page Count	37
Estimated Charge	\$70.00

98 OCT 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger

10-19-98

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA CANCER CENTER-PALATKA, INC., a Florida corporation, S06358

INTO

USCC FLORIDA ACQUISITION CORPORATION, a Delaware corporation not
qualified in Florida.

File date: October 16, 1998

Corporate Specialist: Darlene Connell

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Morham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((I198000019216 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 487-6897

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 334-1100
Fax Number : (904) 798-2697

MERGER OR SHARE EXCHANGE

FLORIDA CANCER CENTER-PALATKA, P.A. SHYAM B. PARYANI

Certificate of Status	0
Certified Copy	0
Page Count	37
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

RECEIVED

98 OCT 16 11 7:52

DIVISION OF CORPORATIONS

H98000019216 4

**ARTICLES OF MERGER
OF
FLORIDA CANCER CENTER-PALATKA, INC.
AND
USCC FLORIDA ACQUISITION CORPORATION**

FILED
98 OCT 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to Sections 607.1105 and 607.1107, Florida Statutes, the domestic corporation and the foreign corporation herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Merger Agreement for merging Florida Cancer Center-Palatka, Inc., a Florida corporation, with and into USCC Florida Acquisition Corporation, a Delaware corporation and the surviving corporation (the "Plan").
2. The shareholders of all of the shares of Florida Cancer Center-Palatka, Inc. entitled to vote on the aforesaid Plan approved and adopted the merger and the Plan by written consent given on October 9, 1998.
3. The merger of Florida Cancer Center-Palatka, Inc. with and into USCC Florida Acquisition Corporation is permitted under the laws of Delaware, the jurisdiction of incorporation of USCC Florida Acquisition Corporation, and has been authorized in compliance with said laws. The sole shareholder of USCC Florida Acquisition Corporation approved and adopted the merger and the Plan on October 9, 1998.

Executed on October 9, 1998

FLORIDA CANCER CENTER-PALATKA, INC.



SHYAM B. PARYANI, PRESIDENT

USCC FLORIDA ACQUISITION CORPORATION

Prepared by Nathan D. Goldman
McGuire Woods Battle & Boothe LLP
Post Office Box 4099
Jacksonville, Florida 32201
(904) 798-3200
Florida Bar No. 0375497

H98000019216 4

H98000019216 4

**ARTICLES OF MERGER
OF
FLORIDA CANCER CENTER-PALATKA, INC.
AND
USCC FLORIDA ACQUISITION CORPORATION**

To the Department of State
State of Florida

Pursuant to Sections 607.1105 and 607.1107, Florida Statutes, the domestic corporation and the foreign corporation herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Merger Agreement for merging Florida Cancer Center-Palatka, Inc., a Florida corporation, with and into USCC Florida Acquisition Corporation, a Delaware corporation and the surviving corporation (the "Plan").
2. The shareholders of all of the shares of Florida Cancer Center-Palatka, Inc. entitled to vote on the aforesaid Plan approved and adopted the merger and the Plan by written consent given on October 9, 1998.
3. The merger of Florida Cancer Center-Palatka, Inc. with and into USCC Florida Acquisition Corporation is permitted under the laws of Delaware, the jurisdiction of incorporation of USCC Florida Acquisition Corporation, and has been authorized in compliance with said laws. The sole shareholder of USCC Florida Acquisition Corporation approved and adopted the merger and the Plan on October 9, 1998.

Executed on October 9, 1998

FLORIDA CANCER CENTER-PALATKA, INC.


SHYAM B. PARYANI, PRESIDENT

USCC FLORIDA ACQUISITION CORPORATION


W. BRIAN PERRY, PRESIDENT

Prepared by Nathan D. Goldman
McGuire Woods Battle & Boothe LLP
Post Office Box 4099
Jacksonville, Florida 32201
(904) 798-3200
Florida Bar No. 0375497

H98000019216 4

H98000019216 4

PLAN OF MERGER

This Plan of Merger (this "Agreement") is entered into by and between Florida Cancer Center-Palatka, Inc., a Florida corporation ("Florida Cancer Center-Palatka"), and USCC Florida Acquisition Corporation, a Delaware corporation ("USCC-Subsidiary")

WITNESSETH:

WHEREAS, Florida Cancer Center-Palatka is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, Florida Cancer Center-Palatka, is authorized to issue Seven Thousand Five Hundred (7,500) shares of voting common stock, \$1.00 par value ("Florida Cancer Center-Palatka Common Stock"), of which Two Hundred Forty-Six and 2/10 (246.2) shares of Florida Cancer Center-Palatka Common Stock are issued and outstanding; and

WHEREAS, USCC Florida Acquisition Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, USCC-Subsidiary is authorized to issue One Thousand (1,000) shares of voting common stock, par value \$0.01 (the "USCC Common Stock"), of which One Hundred (100) shares of USCC Common Stock are issued and outstanding; and

WHEREAS, U. S. Cancer Care, Inc., a Delaware corporation ("U. S. Cancer Care") owns all the authorized and outstanding stock of USCC-Subsidiary. U. S. Cancer Care is authorized to issue Twenty-Five Million (25,000,000) shares of which Twenty Million (20,000,000) shares are voting common stock and Five Million (5,000,000) shares are preferred stock. Three million nine hundred seventy-five thousand (3,975,000) of U. S. Cancer Care's common stock is outstanding.

WHEREAS, the respective Boards of Directors and Shareholders of Florida Cancer Center-Palatka and USCC-Subsidiary deem it advisable, for the benefit of their respective corporations and shareholders, that Florida Cancer Center-Palatka be merged into USCC-Subsidiary, with USCC-Subsidiary as the surviving corporation (in its capacity as surviving corporation, USCC-Subsidiary is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement pursuant to written consents in lieu of a meeting dated October 9, 1998; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are Florida Cancer Center-Palatka, Inc. ("Florida Cancer Center-Palatka") and USCC Florida Acquisition Corporation ("USCC-Subsidiary"). In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), Florida Cancer Center-Palatka shall be merged into USCC-Subsidiary and

H98000019216 4

H98000019216 4

USCC-Subsidiary shall be the Surviving Corporation and as such shall thereafter be governed by the laws of the State of Delaware.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of USCC-Subsidiary, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of Florida Cancer Center-Palaska with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of USCC-Subsidiary and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of Florida Cancer Center-Palaska shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of USCC Florida Acquisition Corporation, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of USCC Florida Acquisition Corporation, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for USCC Florida Acquisition Corporation as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the Florida Cancer Center-Palaska Common Stock into the U. S. Cancer Care common stock shall be as follows:

H98000019216 4

H98000019216 4

a. The shares of Florida Cancer Center-Palatka Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be surrendered, cancelled and retired, and there shall be delivered to the shareholders of Florida Cancer Center-Palatka Three Thousand Two Hundred Eight and 77/100 (3,208.77) shares of U. S. Cancer Care common stock for each share of issued and outstanding stock of Florida Cancer Center-Palatka Common Stock.

b. The stock transfer books of Florida Cancer Center-Palatka shall be closed as of the close of business on the Effective Date and no transfer of record of any of the Florida Cancer Center-Palatka Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Delaware.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of Florida Cancer Center-Palatka and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to Florida Cancer Center-Palatka shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of Florida Cancer Center-Palatka and any claim existing or action or proceeding pending by or against Florida Cancer Center-Palatka or Florida Cancer Center-Palatka may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Florida Cancer Center-Palatka or USCC-Subsidiary shall be impaired by the merger.

7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be USCC Florida Acquisition Corporation.

\\VAC3294\Stonchurner\FLCancer\Palatka Plan Merger.doc

H98000019216 4