

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Proton Therapy Corporation of America, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamela Simpson
(Name of Person)

Proton Therapy Corporation of America, Inc.
(Firm/Company)

6140 Stoneridge Mall Rd., Suite 350
(Address)

Pleasanton, CA 94588
(City/State and Zip code)

FILED
03 FEB - 5 AM 10:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Pamela Simpson at (925) 738-2067
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Proton Therapy Corporation of America, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 75-2879901 (FEI number, if applicable)

4. 5/18/00 (Date of incorporation) 5. "perpetual" (Duration: Year corp. will cease to exist or "perpetual")

6. "upon qualification" (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6140 Stoneridge Mall Rd., Suite 350, Pleasanton, CA 94588 (Principal office address)

6140 Stoneridge Mall Rd., Suite 350, Pleasanton, CA 94588 (Current mailing address)

8. Employee Live in State (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Anne E. Diamond (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: James F. Clouser

Address: 6140 Stoneridge Mall Rd, Suite 350
Pleasanton, CA 94588

Vice President: _____

Address: _____


Secretary: Corey H. Grauer

Address: 6140 Stoneridge Mall Rd., Suite 350, Pleasanton, CA 94588

Treasurer: Fred Ruegsegger

Address: 6140 Stoneridge Mall Rd., Suite 350, Pleasanton, CA 94588

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

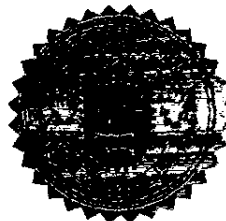
14. Fred Ruegsegger - Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTON THERAPY CORPORATION OF AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF DECEMBER, A.D. 2002.



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020806665

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2177797

DATE: 12-30-02