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602318

September 10, 1997

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-09/12/97--01102--001
*****87.50 *****87.50

Re: Doctors Willard & Johnston, P.A.

Gentlemen:

Enclosed are the original and one copy of **Restated Articles of Incorporation** for the above corporation, along with our **check** in the amount of \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy. Please note that one of the results of this restatement is a change in the corporation's name to "**Pathology Specialists, P.A.**"

Once the Restated Articles of Amendment have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,

Susan Pierdominici

Susan C. Pierdominici, Legal
Assistant to Robert W. Mead, Jr.

/scp
Enclosures (including check)

cc: Ms. Darleen E. King
Thomas A. Thomas, C.P.A.

APPROVED
AND
FILED

SEP 12 1997

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

602318

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Restated Art - NC
One Copy
9-12-97

RESTATED ARTICLES OF INCORPORATION
OF
DOCTORS WILLARD & JOHNSTON, P.A.

Doctors Willard & Johnston, P.A., the original Articles of Incorporation for which were filed with the Florida Department of State on August 4, 1970, does hereby amend and restate its Articles of Incorporation, in accordance with Section 607.1007, Florida Statutes, to read as follows:

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is **Pathology Specialists, P.A.** The principal office and mailing address of the corporation is 1814 Belleview Avenue, Orlando, Florida 32806.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation will continue to be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Restated Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock with a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is Richard J. Lovas, M.D., whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this corporation is 1814 Belleview Avenue, Orlando, Florida 32806.

ARTICLE VI - TERM OF EXISTENCE

This corporation will continue to exist perpetually, unless dissolved according to law. The effective date of these Restated Articles of Incorporation will be the date of their filing with the Secretary of State for the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

A. As of the date of filing these Restated Articles of Incorporation, the number of Directors of this corporation is eight (8).

B. The number of Directors may be increased or diminished from time to time by a majority vote of the shareholders, but will never be less than one (1).

C. The name and street address of the members of the Board of Directors who are holding office for the corporation as of the date of filing of these Restated Articles of Incorporation and who will continue to hold office until their successors are elected and have qualified are:

<u>Name</u>	<u>Street Address</u>
Lizardo Cerezo, M.D.	1814 Belleview Avenue Orlando, Florida 32806
Richard J. Lovas, M.D.	1814 Belleview Avenue Orlando, Florida 32806
Gary S. Pearl, M.D., Ph.D.	1814 Belleview Avenue Orlando, Florida 32806
Raymond B. Franklin, M.D., Ph.D.	1814 Belleview Avenue Orlando, Florida 32806
Orlando R. Gonzalez, M.D.	1814 Belleview Avenue Orlando, Florida 32806

Darcy A. Duncan, M.D.	1814 Belleview Avenue Orlando, Florida 32806
Edward S. Ackerman, M.D.	1814 Belleview Avenue Orlando, Florida 32806
Betty A. Allen, M.D.	1814 Belleview Avenue Orlando, Florida 32806

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation will continue to have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation will not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

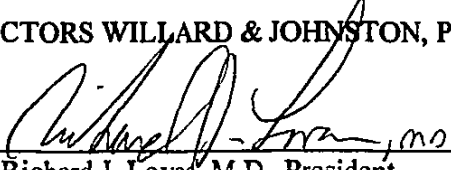
The corporation reserves the right to amend these Restated Articles of Incorporation in the manner provided by law. Every amendment will be approved by the shareholders, proposed to them by the Board of Directors, and approved at a special joint meeting of the shareholders and Board of Directors by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

ARTICLE XII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of September, 1997.

DOCTORS WILLARD & JOHNSTON, P.A.

By: 
Richard J. Lovas, M.D., President

Having been named Registered Agent for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and I affirm my acceptance of, the duties and obligations of Section 607.0505 Florida Statutes.

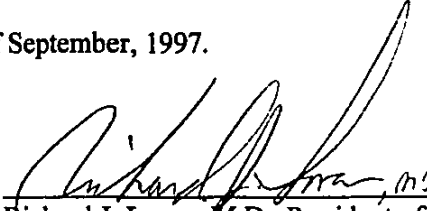
Signature: 
Richard J. Lovas, M.D.

Date: September 9, 1997

**OFFICER'S CERTIFICATE
TO ACCOMPANY
RESTATED ARTICLES OF INCORPORATION OF
DOCTORS WILLARD & JOHNSTON, P.A.**

I, RICHARD J. LOVAS, M.D., being the duly elected, qualified and acting President of Doctors Willard & Johnston, P.A., a Florida professional service corporation (hereinafter referred to as the "Corporation"), hereby certify that the Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes and do not represent, reflect or contain an amendment requiring shareholder approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 9th day of September, 1997.



Richard J. Lovas, M.D., President of
Doctors Willard & Johnston, P.A.