

To: The Florida Dept. of State
Subject: 000380.10055

Division of Corporations

From: Ashley Smith

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

000380.100553

FOREIGN PROFIT/NONPROFIT CORPORATION

NEOGENOMICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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2009 MAR -3 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
09 MAR -3 PM 12:45

J. Shivers MAR 04 2009

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**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. NeoGenomics, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada

(State or country under the law of which it is incorporated)

3. 74-2897368

(FEI number, if applicable)

4. 10/29/1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12701 Commonwealth Drive, Suite 9, Ft. Myers, FL 33913

(Principal office address)

12701 Commonwealth Drive, Suite 9, Ft. Myers, FL 33913

(Current mailing address)

8. Genetic testing laboratories

(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 NOT acceptable)

Name: Steven C. Jones, Director

Office Address: 12701 Commonwealth Drive, Suite 9

Ft. Myers

(City)

, Florida 33913

(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.*

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Michael T. Dent

Address: 12701 Commonwealth Drive, Suite 9
Ft. Myers, FL 33913

Vice Chairman: None

Address: _____

Director: George O'Leary

Address: 12701 Commonwealth Drive, Suite 9
Ft. Myers, FL 33913

Director: Peter M. Peterson

Address: 12701 Commonwealth Drive, Suite 9
Ft. Myers, FL 33913

B. OFFICERS

President: Robert P. Gasparini

Address: 12701 Commonwealth Drive, Suite 9
Ft. Myers, FL 33913

Vice President: None

Address: _____

Secretary: Jerome J. Dvorch

Address: 12701 Commonwealth Drive, Suite 9, Ft. Myers, FL 33913

Treasurer: None

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Steven C. Jones, Director

(Typed or printed name and capacity of person signing application)

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Addendum to Application by Foreign Corporation for Authorization to Transact Business in Florida

NeoGenomics, Inc.

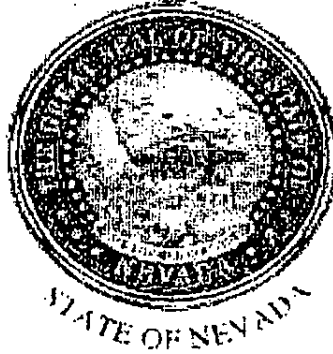
12. Names and business addresses of officers and directors:

Name	Position
Robert P. Gasparini	President, Chief Science Officer and Board Member
Steven C. Jones	Acting Principal Financial Officer and Board Member
Marvin E. Jaffe	Director
William J. Robison	Director

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SECRETARY OF STATE



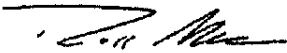
**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NEOGENOMICS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 29, 1998, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 27, 2009.


ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20090227-1841
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

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