

K49429

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Amendment
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June 21, 2004

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Lakeland Pathologists, P.A.
Client-Matter No. 4100073-20884

Gentlemen:

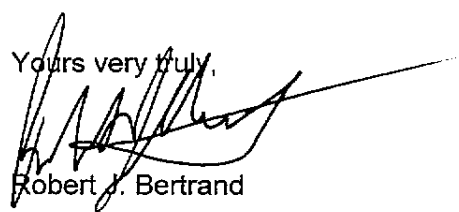
Enclosed please find the original and a duplicate of Articles of Amendment to the Articles of Incorporation of Lakeland Pathologist, P.A., a Florida professional service corporation (Document Number K49429). Please file the original of the Articles of Amendment and return the duplicate to the undersigned duly certified to show the date of filing.

Also, please find enclosed our Firm's check made payable to the Florida Department of State in the amount of \$78.75 to cover the filing fee of \$70.00 and the fee for a certificate copy of \$8.75.

Of course, if there are any questions concerning the enclosed Articles of Amendment, please contact the undersigned at 863/284-2213 in Lakeland.

Thanking you for your usual cooperation, I am

Yours very truly,


Robert J. Bertrand

RJB/mcd
Enclosures
xc: Mr. Christopher Lott

2004 JUN 22 AM 8:11

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LAKELAND PATHOLOGISTS, P.A.**

1. Article IV, entitled CAPITAL STOCK, of the Articles of Incorporation of LAKELAND PATHOLOGISTS, P.A., a Florida professional service corporation (the "Corporation") (Document Number K49429), is hereby amended to read as follows:

"ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares of stock that the corporation shall have the authority to issue is 20,000 shares of common stock, of which 10,000 shares shall be designated Class A common shares with a par value of \$1.00 per share (referred to herein as the "Class A Voting Common Stock") and of which 10,000 shares shall be designated Class B common shares with a par value of \$1.00 per share (referred to herein as the "Class B Non-Voting Common Stock"). The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of cash, property, interests in property or any other form deemed satisfactory to the board of directors if, in the judgment of the board of directors, such consideration has a value equivalent to or greater than the full par value of the shares.

The Class A Voting Common Stock and the Class B Non-Voting Common Stock shall each have the same preferences, limitations and relative rights **(including, without limitation, identical rights to**

distribution and liquidation proceeds) with the sole exception that only shares of the Class A Voting Common Stock shall have voting rights and no shares of the Class B Non-Voting Common Stock shall have voting rights. All shares of the Class B Non-Voting Common Stock shall be plainly stamped "Non-Voting". The holders of the shares of the Class B Non-Voting Common Stock shall not be entitled to notice of any meetings of shareholders and shall not be entitled to vote upon any matter whatsoever which may be presented and decided upon at any meeting of the shareholders. However, the record holders of shares of the Class B Non-Voting Common Stock shall be entitled to participate share for share with the record holders of shares of the Class A Voting Common Stock in any dividends or distributions in liquidation which may hereafter be declared and paid or otherwise made by the corporation.

2. The foregoing amendment was adopted by the unanimous written consent of all of the Shareholders and all of the Directors of this Corporation effective as of

1/1/04

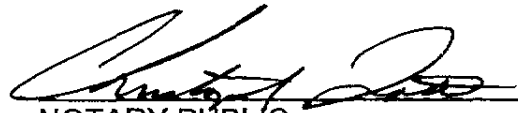
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 23 day of March, 2004.



ROBERT K. RAMSEY, M.D., being the
President of Lakeland Pathologists, P.A.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Amendment were acknowledged before me this 21
day of March, 2004, by Robert K. Ramsey, being the President of
Lakeland Pathologists, P.A., a Florida professional service corporation, on behalf of said
corporation.



NOTARY PUBLIC,
State of Florida at Large
Christopher Lott

(Print Name)

(AFFIX NOTARY SEAL)

My Commission Expires: _____



Christopher Lott
My Commission DD298518
Expires March 22, 2008