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B. KOHR
JAN 14 2010
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PHONE (850)656-6446

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WALK-IN

ENTITY NAME:

ASSOCIATED PATHOLOGISTS, LLC

CK# 4352

AMOUNT $55.00

PLEASE FILE THE ATTACHED AMENDMENT & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 14 PM 2:23

SUBJECT: Associated Pathologists, PLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda Lee Howard
(Name of Person)

Baker Donelson Bearman Caldwell & Berkowitz
(Firm/Company)

211 Commerce Street, Suite 800
(Address)

Nashville, TN 37201
(City/State and Zip Code)

For further information concerning this matter, please call:

Linda Lee Howard at (615) 726-7315
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

Enclosed is a check for the following amount:

☐ $25 Filing Fee ☐ $30 Filing Fee & Certificate of Status ☐ $55 Filing Fee & Certified Copy ☐ $60 Filing Fee, Certificate of Status & Certified Copy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 14 PM 2:23

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Associated Pathologists, PLC

2. Jurisdiction of its organization: Tennessee

3. Date authorized to do business in Florida: May 1, 2009

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? December 9, 2009

5. New name of the limited liability company: Associated Pathologists, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "L.L.C.")

6. If the amendment changes the period of duration, indicate new period of duration:

N/A

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized representative of a member

Russell F. Townies
Typed or printed name of signee

Filing Fee: $25.00

Email: Bonkers T

BK/PG:4971/637-639

09051824

LIMITED LIABILITY CO
12/11/2009 11:47 AM
BATCH 166495
MTG TAX 0.00
TRN TAX 0.00
REC FEE 5.00
DP FEE 2.00
ARC FEE 0.00
TOTAL 7.00

STATE of TENNESSEE, WILLIAMSON COUNTY
SADIE WADE
REGISTER OF DEEDS

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ASSOCIATED PATHOLOGISTS, LLC
5301 VIRGINIA WAY
SUITE 320
BRENTWOOD, TN 37027 USA

December 9, 2009

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 332789 Status: Active
Filing Type: Limited Liability Company - Domestic

Document Receipt

Receipt # : 28168	*Filing Fee:*	$20.00
Payment-Cash - ASSOCIATED PATHOLOGISTS, LLC, Nashville, TN		$20.00

Amendment Type: Amended and Restated Formation Documents Image # : 6629-2724
Filed Date: 12/09/2009 1:38 PM

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett

Tre Hargett, Secretary of State
Business Services Division

Field Name	Changed From	Changed To
Filing Name	*ASSOCIATED PATHOLOGISTS, PLC*	*ASSOCIATED PATHOLOGISTS, LLC*
Member Count	28	2
Registered Agent #	0396757	0414371
Registered Agent First Name	*JOHN*	*No Value*
Registered Agent Last Name	VOIGHT	No Value
Registered Agent Middle Name	R	No Value
Registered Agent Organization Name	No Value	National Registered Agents, Inc.
Registered Agent Physical Address 1	424 CHURCH ST	2300 Hillsboro Road
Registered Agent Physical Address 2	STE 2000	Suite 305
Registered Agent Physical Postal Code	37219	37212

AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR ASSOCIATED PATHOLOGISTS, PLC

Pursuant to the provisions of §§48-249-1121, 48-249-106 and 48-249-204 of the Tennessee Revised Limited Liability Company Act (the "Act"), the undersigned hereby adopts the following Amended and Restated Articles of Organization for the purpose of deleting references to rendering professional services and to conform its name to the requirements of §48-249-106 of the Act:

ARTICLE I.

The name of the limited liability company is ASSOCIATED PATHOLOGISTS, LLC (the "Company"). The Company was formerly known as ASSOCIATED PATHOLOGISTS, PLC, which has ceased to render professional services as of the effective date of this document.

ARTICLE II.

The name of the Company's registered agent and the address of the registered office in Tennessee is:

National Registered Agents, Inc.
2300 Hillsboro Road
Suite 305
Nashville, TN 37212
Davidson County

ARTICLE III.

At the date and time of filing the Company has twenty-eight (28) members. As of the effective date the Company shall have two (2) members.

ARTICLE IV.

The Company will be member-managed.

ARTICLE V.

To the extent that any express provisions in these Amended and Restated Articles of Organization or in the Operating Agreement of the Company are inconsistent with or contradict any provisions of the Act that are waivable or subject to alteration or modification under § 48-249-205(a) of the Act, such inconsistent or contradictory provisions of the Act are hereby waived (rendered inapplicable), modified and altered to the extent necessary to give full effect to the express provisions of these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

ARTICLE VI.

This document is to be effective on December 9, 2009.

ARTICLE VII.

The complete address of the Company's principal executive office is:

Associated Pathologists, LLC
5301 Virginia Way, Suite 320
Brentwood, Tennessee 37207
Williamson County

ARTICLE VIII.

The Company shall continue perpetually.

December 9, 2009
Signature Date

BDavis
Ben W. Davis, M.D., Chief Manager

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STATE OF TENNESSEE

2009 DEC -9 PM 1:38

TRE HARGETT
SECRETARY OF STATE

CERTIFICATE
OF
ASSOCIATED PATHOLOGISTS, PLC

1. **Name.** The name of the limited liability company is ASSOCIATED PATHOLOGISTS, LLC. The Company was formerly known as ASSOCIATED PATHOLOGISTS, PLC, which has ceased to render professional services as of the effective date of this document.

2. **Amendments.** *The text of each amendment is as follows:*

ARTICLE I.

The name of the limited liability company is ASSOCIATED PATHOLOGISTS, LLC. The Company was formerly known as ASSOCIATED PATHOLOGISTS, PLC, which has ceased to render professional services.

ARTICLE V.

To the extent that any express provisions in these Amended and Restated Articles of Organization or in the Operating Agreement of the Company are inconsistent with or contradict any provisions of the Act that are waivable or subject to alteration or modification under § 48-249-205(a) of the Act, such inconsistent or contradictory provisions of the Act are hereby waived (rendered inapplicable), modified and altered to the extent necessary to give full effect to the express provisions of these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII.

The complete address of the Company's principal office is:

Associated Pathologists, LLC
5301 Virginia Way, Suite 320
Brentwood, Tennessee 37207
Williamson County

3. **Member and Manager Approval.** The Amended and Restated Articles of Organization of ASSOCIATED PATHOLOGISTS, PLC, and the amendments contained herein were duly adopted by the members and managers of the Company effective as of August 15, 2009.

Effective Date: December 9, 2009

ASSOCIATED PATHOLOGISTS, PLC

By: BDavis
Ben W. Davis, M.D., Chief Manager

N TRE 705319 v6
2137771-000029 12/01/2009

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