

P96000032428

HOLLANDER & BARTELSTONE
A PROFESSIONAL ASSOCIATION

HOWARD J. HOLLANDER, P.A.
TED H. BARTELSTONE

March 26, 1996

SUITE 3070 ONE MIRACAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33133-1007
TELEPHONE (305) 450-4033
TELECOM (305) 477-0085
FILED
MAR 26 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ENCLOSURE 1 761 1416
403/20/96--010032--005
*****122.50 *****122.50

Re: Pathology Services, Inc.

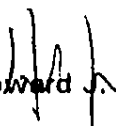
Dear Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and the Designation and Acceptance of Registered Office and Agent of Pathology Services, Inc. Our check in the amount of \$122.50 for the new filing fee is also enclosed, pursuant to your office's instructions.

Thank you for your assistance.

Very truly yours,

HOLLANDER & BARTELSTONE, P.A.


Howard J. Hollander

FILED
95 MAR 26 AM 11:16
DIVISION OF STATE
TALLAHASSEE, FLORIDA

HJH/amw
Enclosures
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~~W96-7240~~

F. CHESSEY APR 15 1996

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HOLLANDER & BARTELSTONE

A PROFESSIONAL ASSOCIATION

HOWARD J. HOLLANDER, P.A.
TED H. BARTELSTONE

SUITE 3870 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1007

TELEPHONE (305) 358-4633
TELECOPIER (305) 577-8568

April 9, 1996

Ms. Freida Chessor
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Total Pathology Services, Inc.

Dear Ms. Chessor:

Pursuant to our telephone conversation this date, I am enclosing herewith an original and one copy of the revised Articles of Incorporation for TOTAL PATHOLOGY SERVICES, INC. (previously forwarded to you as Pathology Services, Inc.). As we discussed, you are holding our filing fee in the amount of \$122.50. If there is any further problem, please contact me. Thank you for your helpfulness.

Very truly yours,

HOLLANDER & BARTELSTONE, P.A.

Howard J. Hollander/amw

Howard J. Hollander

HJH/amw
Enclosures

amw-C:\WP51\PATHOLOG\SECY OF ST.2

FILED
66 MAR 26 AM 11:16
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 4, 1996

HOWARD J HOLLANDER ESQUIRE
2 S BISCAYNE BLVD STE 3570
MIAMI, FL 33131-1807

SUBJECT: PATHOLOGY SERVICES, INC.
Ref. Number: W96000007240

FILED
APR 26 PM 11:15
TALLAHASSEE, FLORIDA

We have received your document for PATHOLOGY SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00015389

ARTICLES OF INCORPORATION
OF
TOTAL PATHOLOGY SERVICES, INC.

FILED
JUN 26 AM 11:16
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

TOTAL PATHOLOGY SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 900 shares of Common Stock having no par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**PETER JOHNSON, M.D.
1500 S.W. 15th Avenue
Fort Lauderdale, Florida 33312**

**SHIRLEY AMIN, M.D.
1500 S.W. 15th Avenue
Fort Lauderdale, Florida 33312**

**GEOFFREY WEISBAUM, D.O.
4721 North 37th Street
Hollywood, Florida 33021**

ARTICLE V - INCORPORATORS

The name and street address of the person signing these Articles of Incorporation is as follows:

**PETER JOHNSON, M.D.
1500 S.W. 15th Avenue
Fort Lauderdale, Florida 33312**

**SHIRLEY AMIN, M.D.
1500 S.W. 15th Avenue
Fort Lauderdale, Florida 33312**

**GEOFFREY WEISBAUM, D.O.
4721 North 37th Street
Hollywood, Florida 33021**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the same, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 1st day of MARCH, 1996.



PETER JOHNSON, M.D.



SHIRLEY AMIN, M.D.

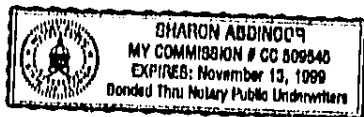


GEOFFREY WEISBAUM, D.O.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 1st day of MARCH, 1996 by **PETER JOHNSON, M.D.** He is personally known to me ~~or has produced~~ _____, ~~as identification and did take an~~ oath.

NOTARY PUBLIC:



Sign: *Sharon Abdinoor*

Print: Sharon Abdinoor

State of: Florida

My Commission Expires: 11-13-99

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 1st day of MARCH, 1996 by **SHIRLEY AMIN, M.D.** She is personally known to me ~~or has produced~~ _____, ~~as identification and did take an~~ oath.

NOTARY PUBLIC:



Sign: *Sharon Abdinoor*

Print: Sharon Abdinoor

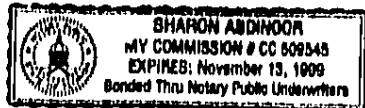
State of: Florida

My Commission Expires: 11-13-99

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 1st day of MARCH, 1996 by **GEOFFREY WEISBAUM, D.O.** He is personally known to me ~~or has produced~~ _____, ~~an identification and did~~ ~~take an oath~~.

NOTARY PUBLIC:



Sign: *Sharon Abdinor*

Print: Sharon Abdinor

State of: Florida

My Commission Expires: 11-13-99

DESIGNATION OF REGISTERED OFFICE AND AGENT

The undersigned, as director and incorporator of TOTAL PATHOLOGY SERVICES, INC. hereby designates the primary office of the corporation as 4721 North 37th Street Hollywood, Florida 33021 and the registered agent of the corporation as follows:

HOWARD J. HOLLANDER, ESQ.
Two South Biscayne Boulevard
Suite 3570
Miami, Florida 33131

Date

3-25-96


GEOFFREY WEISBAUM, D.O.
Director and Incorporator

ACCEPTANCE

FILED
96 MAR 26 PM 11:16
TALLAHASSEE, FLORIDA

HOWARD J. HOLLANDER, having been designated as registered agent for TOTAL PATHOLOGY SERVICES, INC., hereby accepts the responsibilities and duties as said registered agent and agrees to perform all duties in accordance with Florida Statutes Chapters 607 and 48.

Date

March 26, 1996


HOWARD J. HOLLANDER, ESQ.