

480098

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

June 30, 2000

*Cash*  
TELEPHONE  
(904) 356-6311  
FACSIMILE  
(904) 356-7330

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

100003312161--6

-07/03/00--01139--002

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Articles of Incorporation  
of Orange Park Pathology Laboratory  
Consultants, Inc., Zoo Eung Kim, M.D.

Dear Sirs:

Enclosed are original and one copy of Amendment to Articles of Incorporation of Orange Park Pathology Laboratory Consultants, Inc., Zoo Eung Kim, M.D. Please file the original and return a stamped copy to me. Our check for \$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

*Kathleen Cold*

KATHLEEN HOLBROOK COLD

KHC/lh

Enclosures

cc: Zoo Eung Kim, M.D.

FILED  
00 JUL 14 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AMEND  
PRG-714*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 13, 2000

KATHLEEN HOLBROOK COLD  
HOLBROOK, AKEL ETAL  
ONE INDEPENDENT DR., SUITE 2301  
JACKSONVILLE, FL 32202

SUBJECT: ORANGE PARK PATHOLOGY LABORATORY CONSULTANTS,  
INC., ZOO EUNG KIM, M.D.  
Ref. Number: 480098

We have received your document for ORANGE PARK PATHOLOGY LABORATORY CONSULTANTS, INC., ZOO EUNG KIM, M.D. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 000A00038650

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Orange Park Pathology  
Laboratory Consultants, Inc.  
Zoo Eung Kim, M.D.

Attn: Karen Gibson

Signature \_\_\_\_\_

Requested by: LM

Name \_\_\_\_\_

Date 7/14

Time 9:52

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
✓ Art. of Amend. File Photo  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
✓ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

RECEIVED  
00 JUL 14 AM 10:46  
TALLAHASSEE, FL 32302  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
ORANGE PARK PATHOLOGY LABORATORY CONSULTANTS,  
ZOO EUNG KIM, M.D.

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FILED  
00 JUL 14 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Orange Park Pathology Laboratory Consultants, Inc., Zoo Eung Kim, M.D. are hereby amended in their entirety as follows:

"ARTICLE I

The name of this corporation is: ORANGE PARK PATHOLOGY LABORATORY CONSULTANTS, INC., ZOO EUNG KIM, M.D.

ARTICLE II

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

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock of par  
value of \$1.00 per share.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

### ARTICLE IV

This corporation is to exist perpetually.

### ARTICLE V

The address of the principal office of this corporation in the State of Florida is 2001 Kingsley Avenue, Orange Park, Florida 32073. The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VI

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time, by

by-laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VII

The names and post office addresses of the members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Zoo Eung Kim, M.D.	2001 Kingsley Avenue Orange Park, Florida 32073

#### ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Kathleen Holbrook Cold	Suite 2301 One Independent Drive Jacksonville, Florida 32202

#### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or

after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The registered office shall be Suite 2301, One Independent Drive, Jacksonville, Florida, 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

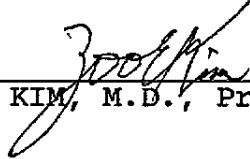
#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon."



This Amendment was adopted by the stockholders and directors on July 13, 2000. The Amendment was approved by unanimous consent of all stockholders entitled to vote.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 13<sup>th</sup> day of July, 2000.

  
ZOO EUNG KIM, M.D., President

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
KATHLEEN HOLBROOK COLD