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BASIC AMENDMENT

PENSACOLA PATHOLOGISTS, P.A.

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Amended & Restated

T BROWN JUN 16 2005

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PENSACOLA PATHOLOGISTS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Gary D. Cumberland, M.D., President of PENSACOLA PATHOLOGISTS, P.A. (hereinafter the "Corporation"), hereby presents these Amended and Restated Articles of Incorporation pursuant to the provisions of Section 607.1007, Florida Statutes. These Amended and Restated Articles of Incorporation were unanimously adopted by the stockholders and directors of the Corporation on the 15 day of June, 2005.

The original articles of incorporation, filed with the Florida Secretary of State on December 18, 1969, and amended on March 11, 1980, February 13, 1992 and August 3, 1994, are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation is: PENSACOLA PATHOLOGISTS, P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 5149 North 9th Avenue, Suite 122, Pensacola, Florida 32504, and the mailing address of the principal office of the Corporation is Post Office Box 10450, Pensacola, Florida 32524.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be:

(a) To engage in every phase and aspect of the business of rendering professional services that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Three Thousand (3,000) shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 5149 North 9th Avenue, Suite 122, Pensacola, Florida 32504, and the name of the registered agent of the Corporation at that address is Charles E. Farmer, M.D.

ARTICLE VI - BOARD OF DIRECTORS

The business and property of the Corporation shall be managed by a Board of Directors, with the number of directors being at least one (1). The number of directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but shall never be less than one (1). The directors shall be elected by the stockholders of the Corporation in the manner described in the Bylaws of the Corporation. The names and addresses of the directors of the Corporation are:

Gary D. Cumberland, M.D.
5149 North 9th Avenue
Suite 122
Pensacola, FL 32504

Charles E. Farmer, M.D.
5149 North 9th Avenue
Suite 122
Pensacola, FL 32504

ARTICLE VII - EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES

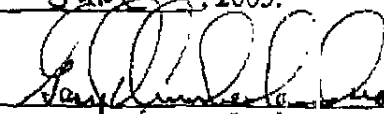
The stockholders of the Corporation shall have the power to include in the bylaws, adopted by the required majority of the stockholders of the Corporation, or in a separate agreement executed by the parties to be bound by such agreement, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding stock of the Corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the Corporation may sell or transfer his or her stock therein except to another individual who is eligible to be a stockholder of

the Corporation. If any stockholder becomes legally disqualified to practice medicine or accepts employment that places restrictions or limitations upon his or her continued rendering of professional services, such stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws or agreement adopted by the stockholders.

ARTICLE IX - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended only upon the unanimous vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 15 day of JUNE, 2005.



GARY O. CUMBERLAND, M.D.
[print/type name]
President

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of PENSACOLA PATHOLOGISTS, P.A. Further, I am familiar with and accept the duties and obligations of such designation.

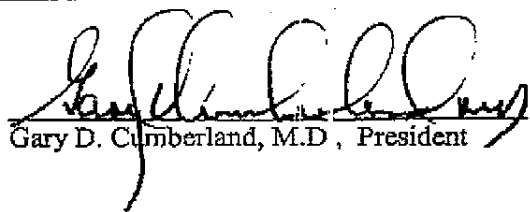


Charles E. Farmer, M.D.

CERTIFICATE

The undersigned, Gary D. Cumberland, M.D., President of PENSACOLA PATHOLOGISTS, P.A., a Florida professional association (hereinafter the "Corporation"), hereby presents the attached Amended and Restated Articles of Incorporation pursuant to the provisions of Section 607.1007, Florida Statutes, and hereby certifies that (i) the Amendment and Restatement of the Articles of Incorporation, and the amendments contained therein requiring shareholder approval were adopted by the Board of Directors on the 15 day of JUNE, 2005, and by the Stockholders on the 15 day of JUNE, 2005, and that the number of votes cast by owners of the common stock of the corporation, representing the only voting group required to vote on such amendments, was sufficient for approval of such amendments.

DATED this 15 day of JUNE, 2005.


Gary D. Cumberland, M.D., President