

F1000000775

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
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Account Number : I2003000083
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

RECEIVED
2010 APR -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2010 APR -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H10000078730

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC
Name of Corporation

DOCUMENT NUMBER: F10000000775

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheridan Foster
Name of Contact Person

Sonic Healthcare USA, Inc.
Firm/Company

9737 Great Hills Trail, Suite 100
Address

Austin, TX 78759
City/State and Zip Code

jwest@sonichealthcareusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sheridan Foster at (512) 439-1645
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

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(Document number of corporation (if known))

1. MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia
(Incorporated under laws of)
3. February 15, 2010
(Date authorized to do business in Florida)

FILED
2010 APR -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 29, 2010
5. Clinical Pathology Laboratories Southeast, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Sheridan Foster
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Sheridan Foster
(Typed or printed name of person signing)

Secretary
(Title of person signing)

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Control No. 0104182

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **03/29/2010**. Attached is a true and correct copy of the said filing.

Surviving Entity:

MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC., a Georgia Profit Corporation

Changing its Name to:

CLINICAL PATHOLOGY LABORATORIES SOUTHEAST, INC., a Georgia Profit Corporation

Non surviving Entity/Entities:

THE COGNOSCENTI HEALTH INSTITUTE LLC, a Delaware Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on March 29, 2010



Brian P. Kemp
Secretary of State

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Certificate No. 0101488
 Date Filed: 03/29/2010 12:51 AM
 Brian P. Kemp
 Secretary of State

CERTIFICATE OF MERGER

OF

THE COGNOSCENTI HEALTH INSTITUTE LLC

INTO

MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC.

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, it is hereby certified that:

1. Mullins Pathology & Cytology Laboratory, Inc. ("Mullins") is a Georgia corporation.
2. The Cognoscenti Health Institute LLC ("CHI") is a Delaware limited liability company.
3. CHI is hereby merged into Mullins, and Mullins shall be the surviving corporation.
4. On the effective date of the merger, the articles of incorporation of Mullins are hereby amended as follows:

a. Article I of the articles of incorporation of Mullins shall be amended to read as follows:

The name of the Corporation is "Clinical Pathology Laboratories Southeast, Inc."

b. Article V of the articles of incorporation of Mullins shall be amended to read as follows:

The Corporation shall have authority to issue not more than one hundred thousand (100,000) shares of Common Stock and one hundred (100) shares of Preferred Stock, all of which shall have no par value. Except as otherwise required by law, the holders of shares of Preferred Stock who are entitled to vote shall vote together with the holders of shares of Common Stock, and not separately by class.

The Preferred Stock shall, with respect to the distribution of assets upon the occurrence of the voluntary or involuntary liquidation, distribution or winding up of the affairs of the Corporation or any other payment or distribution with respect to the capital stock of the Corporation, rank equal to the Common Stock, and the holders of shares of Preferred Stock and Common Stock shall be entitled to share in such distribution or payment ratably in proportion to the number of shares of Common Stock and Preferred Stock held by them. Except as provided in the preceding sentence, holders of shares of Preferred Stock shall not be entitled to any other payment, distribution or preferential amount in the event of any such

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CORPORATIONS DIVISION
 SECRETARY OF STATE

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State of Georgia
 Merger 3 Page(s)



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liquidation, dissolution or winding up.

Subject to the exception set forth in the next sentence, the holders of shares of Common Stock and the holders of shares of Preferred Stock shall be entitled to share equally, share for share, in the receipt of such dividends (payable in cash, stock, or otherwise) as may be declared thereon by the Board of Directors at any time and from time to time out of any funds of the Corporation legally available therefore, ratably in proportion to the number of shares of Common Stock or Preferred Stock held by them. Without limiting the foregoing, the Board of Directors may declare, at any regular or special meeting, dividends on outstanding shares of Preferred Stock only, and not on shares of Common Stock, for the purpose of satisfying the Corporation's obligations under the tax sharing agreement by and between the Corporation and its affiliates provided that the amount of such dividends shall not exceed the aggregate of the liabilities payable by the Corporation under the tax sharing agreement plus the amounts previously received from affiliates under such agreement.

5. The effective date and time of the merger is 11:59 p.m. on March 29, 2010.

6. An executed plan of merger is on file at the principal place of business of the surviving corporation located at 6490 Hazelhale National Drive, Suite 170, Orlando, Florida 32822.

7. A copy of the plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder or member of any entity that is a party to the merger.

8. The merger and the plan of merger have been duly authorized and approved by the board of directors, shareholders and/or members of each constituent entity in accordance with the laws of the respective jurisdiction of organization.

9. A notice of merger and change of corporate name, along with payment thereof, will be forwarded to the official organ of the county where the registered office of the surviving corporation is located.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by its authorized officer on March 29, 2010.

MULLINS PATHOLOGY & CYTOLOGY LABORATORY, INC.

By: 
William L. Pesci
President

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The Gwinnet Daily Post
P.O. Box 603
Lawrenceville, Georgia 30046-0603

Dear Sirs:

You are requested to publish, once a week for two consecutive weeks, commencing within ten days after your receipt of this letter, a notice in the following form:

NOTICE OF MERGER AND NAME CHANGE

Notice is given that a certificate of merger which will effect a merger by and between The Cognoscenti Health Institute LLC, a limited liability company organized in the State of Delaware, and Mullins Pathology & Cytology Laboratory, Inc., a corporation incorporated in the State of Georgia, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The surviving corporation in the merger will be Mullins Pathology & Cytology Laboratory, Inc., a corporation incorporated in the State of Georgia. Concurrently with the merger, the name of the surviving corporation will be changed to "Clinical Pathology Laboratories Southeast, Inc." The registered office of such corporation is located at 1201 Peachtree Street, NE, Atlanta, Georgia 30909, and its registered agent at such address is CT Corporation.

Enclosed is a check in the amount of \$40 in payment of the cost of publishing this notice.

Very truly yours,

By: William Pesol
William Pesol
President

Dated: March 29, 2010

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