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December 22, 1997

Via Federal Express

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FLA 32399

**Re: Application by Neopath, Inc., an Ohio corporation, for
Authorization to Transact Business in Florida**

To Whom It May Concern:

Enclosed are the following documents:

1. Transmittal Letter of Neopath, Inc.;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Ohio Certificate of Good Standing for Neopath, Inc.; and
4. Action by Written Consent of the Sole Director of Neopath, Inc. authorizing the use of the name Neopath of Ohio, Inc. for purposes of Neopath, Inc.'s transaction of business in Florida.

Please see that these items are appropriately filed. There is a check enclosed in the amount of One Hundred Thirty One and 25/100 Dollars (\$131.25) which amount includes the \$70.00 Registration fee, the \$8.75 Certificate of Status fee and the \$52.50 Certified Copy fee.

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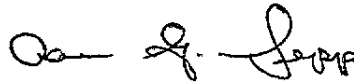
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97 DEC 23 PM 1:22

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Page 2
Florida Department of State
December 22, 1997

If you have any questions at all concerning this matter, please call the undersigned collect at 330-376-3300.

Sincerely,

A handwritten signature in black ink, appearing to read "Aaron G. Lepp". The signature is fluid and cursive, with a large initial "A" and "L".

Aaron G. Lepp

AGL/dmg
Encl.

cc: Howard J. Igel, M.D.
Larry Saulino
Michael L. Stark

**ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
NEOPATH, INC.**

Akron, Ohio

Pursuant to Section 1701.54 of the Ohio Revised Code, the following action was taken by the undersigned, being the sole Director of NEOPATH, INC., an Ohio corporation (the "Corporation"), without a meeting and by means of unanimous written consent, as of the date set forth hereinbelow. Said Sole Director, by his signature hereunto, hereby waives notice of the time, place and purpose of the meeting and approves all actions taken.

RESOLVED, That for purposes of transacting business in the State of Florida, the Corporation shall use the name NEOPATH OF OHIO, INC.

FURTHER RESOLVED, That any and all additional actions of the Director or the officers of the Corporation which were undertaken in order to accomplish any of the purposes of the foregoing resolutions be, and the same hereby are, ratified in their entirety as authorized actions of the Corporation.

Howard J. Igel MD
Howard J. Igel, M.D., Sole Director

Dated: December 18, 1997

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97 DEC 23 PM 1:22

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Neopath, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Ohio (State or country under the law of which it is incorporated)
- 3. 34-1385971 (FEI number, if applicable)
- 4. February 2, 1983 (Date of incorporation)
- 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
- 6. January 1, 1997 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. P.O. Box 5244
Akron, Ohio 44313
(Current mailing address)
- 8. To render medical laboratory consultative and administrative services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Howard J. Igel, M.D.
Office Address: 8111 Bay Colony Drive, Apt. 702
Naples, Florida, 34108
(Zip code)

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97 DEC 23 PM 1:22

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Howard J. Igel MD
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Howard J. Igel, M.D.

Address: 8111 Bay Colony Drive, Apt. 702, Naples, Florida 34108

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Howard J. Igel, M.D.

Address: 8111 Bay Colony Drive, Apt. 702, Naples, Florida 34108

Vice President: N/A

Address: _____

Secretary: Michael L. Stark

Address: Ohio Edison Bldg., 76 S. Main Street, Ste. 1512, Akron, Ohio 44308-1824

Treasurer: Howard J. Igel, M.D.

Address: 8111 Bay Colony Drive, Apt. 702, Naples, Florida 34108

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Howard J. Igel MD 12/18/97
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Howard J. Igel, M.D., Chairman
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show NEOPATH, INC., an Ohio Corporation, Charter No. 608389, principal location in Akron, County of Summit, incorporated on February 2, 1983, is currently in GOOD STANDING upon the records of this office.

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*WITNESS my hand and official
seal at Columbus, Ohio this
19th day of December, A.D. 1997*

Bob Taft

Bob Taft
Secretary of State