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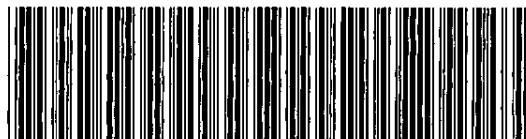
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T. HAMPTON

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EXAMINER

KAUFMAN & CANOLES

— | A Professional Corporation | —

Attorneys and Counselors at Law

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Richmond, VA 23219

March 6, 2008

FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: I\MD Pathlabs, LLC

Dear Sir or Madam:

Please find enclosed for filing Articles of Organization of I\MD Pathlabs, LLC and attached Certificate of Designation of Registered Agent. Our check in the amount of \$130.00 is also enclosed to cover the filing fee of \$125.00 and a \$5.00 charge for a Certificate of Status.

Once the enclosed Articles of Organization are filed, please return to the undersigned in the enclosed stamped, self-addressed envelope your receipt and evidence of filing, along with the Certificate of Status.

With kind regards, I am

Sincerely,



Catherine W. Eagles
Commercial Paralegal

/cwe
Enclosure

cc: Jeannette Morales-Ducret, M.D.
Philip M. Sprinkle, II, Esquire

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Disclosure Required by Internal Revenue Service Circular 230: This communication is not a tax opinion. To the extent it contains tax advice, it is not intended or written by the practitioner to be used, and it cannot be used by the taxpayer, for the purpose of avoiding tax penalties that may be imposed on the taxpayer by the Internal Revenue Service.

**ARTICLES OF ORGANIZATION
OF
IMD PATHLABS, LLC**

ARTICLE I

NAME

The name of this limited liability company shall be **IMD Pathlabs, LLC** and its mailing address and principal place of business is 1500 N. Dixie Highway, Suite 308, West Palm Beach, Florida 33401 (the "Company").

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

This Company shall commence existence on the date these Articles of Organization are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to, as applicable, its Operating Agreement or law.

ARTICLE III

PURPOSE

The Company is organized for and shall be authorized to engage in any and all lawful business purposes as provided under the applicable laws of the State of Florida.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial name and address of the registered agent of this Company is Mary Alice Gwynn, Esquire, at 805 George Bush Boulevard, Delray Beach, Florida 33483. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V

MANAGEMENT

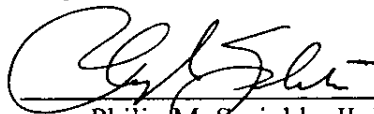
The Company shall be a member managed company as set forth in applicable Florida statutes and regulations and, if applicable, the Operating Agreement adopted by the Company.

ARTICLE VI

OPERATING AGREEMENT

In the event that an Operating Agreement is adopted by the Members of the Company, the power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company does hereby make and files these Articles of Organization declaring and certifying that the facts stated herein are true, this 28th day of February, 2008.

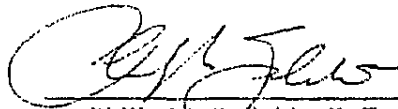


Philip M. Sprinkle, II, Esquire
Organizer

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

AMD Pathlabs, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Mary Alice Gwynn, Esquire as its initial registered agent to accept service of process within the State of Florida, with its registered office located at 805 George Bush Boulevard, Delray Beach, Florida 33483.

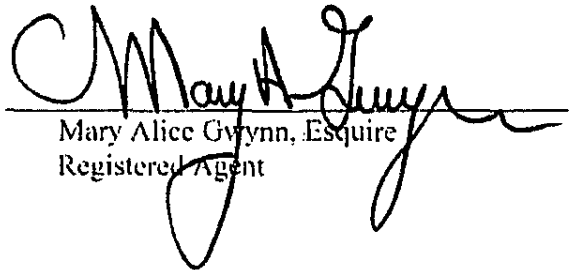


Philip M. Sprinkle, II, Esquire
Organizer

ACKNOWLEDGMENT

Having been named as the initial registered agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as registered agent.

Dated this 7 day of March, 2008.



Mary Alice Gwynn, Esquire
Registered Agent