



THE UNITED STATES  
CORPORATION  
COMPANY

MO00000001970

ACCOUNT NO. : 072100000032

REFERENCE : 836470 4305672

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : September 19, 2000

ORDER TIME : 12:11 PM

ORDER NO. : 836470-015

CUSTOMER NO: 4305672

CUSTOMER: Mr. Joseph Dixon  
Baker & Botts L.L.P.  
One Shell Plaza

Houston, TX 770024995

FOREIGN FILINGS

NAME: API NO.2, LLC

7000003401997--9

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

RECEIVED  
00 SEP 25 AM 9:24  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

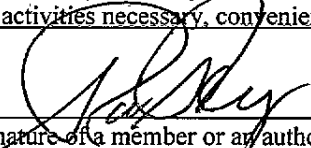
APPROVED  
AND  
FILED  
00 SEP 25 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JP*  
*9-25-00*

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF  
FLORIDA:*

1. API No. 2, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. August 30, 2000  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 2000  
(Date first transacted business in Florida. (See sections 608.501, 508.502, and 817.155. F.S.))
7. c/o Corporation Service Company  
2711 Centerville Road, Suite 400, Wilmington, Delaware 19808  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business address of the managing members or managers are as follows:  
7289 Garden Road  
Suite 200  
Riviera Beach, Florida 33404
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: The Company is formed for the purpose of holding a limited partnership interest in AmeriPath, L.P., a Delaware limited partnership and engaging in any and all activities necessary, convenient, desirable or incident to the foregoing.

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

Robert P. Wynn

Typed or printed name of signee

APPROVED  
AND  
FILED  
00 SEP 25 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is:

API No. 2, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1200 Hayes

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

(Signature)

\$ 100.00	Filing fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Attached are the instructions to register a foreign limited liability company to transact business in Florida. The requirements are as follows:

Pursuant to s.608.503(1), Florida, Statutes, the attached application must be completed in its entirety.

The foreign limited liability company **must** submit an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.

APPROVED  
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00 SEP 25 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "API NO. 2, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED  
AND  
FILED

00 SEP 25 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3280311 8300

AUTHENTICATION: 0684373

001473023

DATE: 09-20-00