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CRYSTAL H. RINER  
ADMINISTRATOR

*Of Counsel*  
C. RANDOLPH COLEMAN

November 30, 2000

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-12/01/00--01070--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

*Via Overnight Delivery*

Attention: New Filings  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for Hernando Clinical Lab, Inc.  
Client Number 96133

Dear Sirs:

Please find enclosed an original of the Articles of Incorporation for Hernando Clinical Lab., Inc., and a check in the amount of \$122.50 made payable to Secretary of State for the filing fee. Please file the same and return all correspondence, including the certified copy, to the above entitled firm to the attention of Donald W. Weidner, Esquire.

Brenda Lawson GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT. Articles  
DATE 12-6-00  
DOC. ENCL. 12

Sincerely,

Brenda Lawson

Brenda Lawson  
Secretary to Donald W. Weidner

DWW:bsl  
Enclosures  
FAWP60DOCS\96133\secofstate.ltr.wpd

FILED  
00 DEC -1 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓ T. Burch DEC 6 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**HERNANDO CLINICAL LAB, INC.**

FILED  
00 DEC -1 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**Article I**  
**Name**

**Section 1.1. Name.** The name of this corporation is Hernando Clinical Lab, Inc. and the address is 11373 Cortez Boulevard, Suite 302, Brooksville, Florida 34613-5411.

**Article II**  
**Duration**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**  
**Purpose**

**Section 3.1. Purposes.** This corporation is organized for the sole and specific purpose of rendering the same professional services to the public that a clinical laboratory, 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.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**Article IV**  
**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having par value of one dollar (\$1.00) per share..

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article V**  
**Initial Registered Office and Agent**

**Section 5.1. Name and Address.** The street address of the initial registered office of this corporation is Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246, and the name of the initial registered agent of this corporation at that address is Donald W. Weidner, Esq.

**Article VI**  
**Directors**

**Section 6.1. Number.** This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time according to the bylaws, but shall never be fewer than one (1). The manner of selection of directors shall be as provided in the bylaws.

**Section 6.2. Initial Directors.** The name and street address of the first Board of Directors of this corporation, is:

<u>Name</u>	<u>Address</u>
James Cummings, M.D.	675 Harvard Street, Brooksville, Florida 34601
Howard Glicksman, M.D.	11373 Cortez Blvd., Suite 302, Brooksville, Florida 34613
Ghiath Mahmaljy, M.D.	11373 Cortez Blvd., Suite 304, Brooksville, Florida 34613
Gary Wilson, M.D.	11373 Cortez Blvd., Suite 300, Brooksville, Florida 34613

**Section 6.3 Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any

**Section 6.4. Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article VII**  
**Bylaws**

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII**  
**Incorporator**

**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation, is Donald W. Weidner, Esquire, 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246.

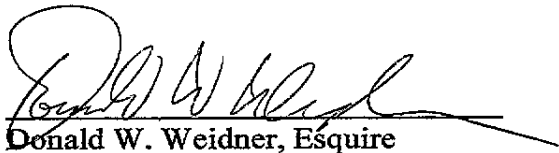
**Article IX**  
**Amendment**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

**Article X**  
**Dissolution**


**Section 10.1. Dissolution.** The corporation may be dissolved at any time on the affirmative vote of at least seventy-five (75%) percent of the Board of Directors. On dissolution, the corporation's property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 30<sup>th</sup> day of November, 2000.

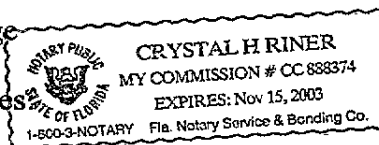
  
Donald W. Weidner, Esquire

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me by Donald W. Weidner, this 30<sup>th</sup> day of November, 2000.

  
Notary Public  
State of Florida at Large

My Commission Expires



**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

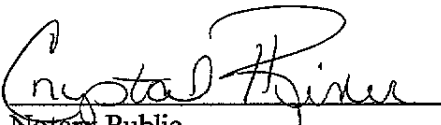
That **Hernando Clinical Lab, Inc.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esq.** at **Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, FL 32246** its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

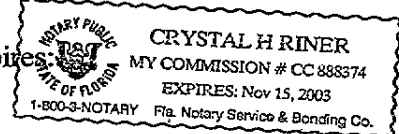
  
**Donald W. Weidner, Esq.**

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

**SWORN TO AND SUBSCRIBED** before me by **Donald W. Weidner, Esquire** this  
30<sup>th</sup> day of November, 2000.

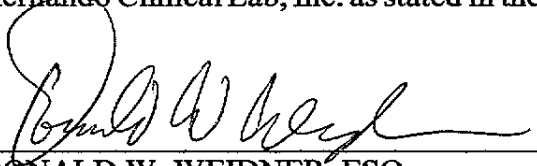
  
Notary Public  
State of Florida At Large

My commission expires:



**ACCEPTANCE**

I hereby agree to act as registered agent for Hernando Clinical Lab, Inc. as stated in the Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
DONALD W. WEIDNER, ESQ.