

BOYDSTUN, DABROSKI, LYLE, & WOOD, LLC  
ATTORNEYS AT LAW

C. Bryant Boydston, Jr. \*†  
and  
Carl B. Lyle, II, P.A.  
Dennis E. Dabroski, P.A.  
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† Also Admitted in Tennessee

June 26, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200004449402--7  
-06/28/01--01032--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Bay Area Pathology Associates, P.A..

Dear Sir or Madam:

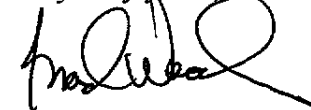
Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced entity. Also enclosed is our check in the amount of \$70.00 for the filing fee in this regard.

Please return the copy of the Articles of Incorporation provided herein, after it has been stamped with the file date, to:

Bradley J. Wood, Esq.  
P.O. Drawer 76387  
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,

  
Bradley J. Wood

Encl.

dos-corp-ltr.doc

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

F. CHESSEN

JUL 3 2001

**ARTICLES OF INCORPORATION  
OF  
BAY AREA PATHOLOGY ASSOCIATES, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Services Corporation and Limited Liability Company Act, F.S. Chapter 621, and other applicable laws of the state of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I. - NAME**

The name of the professional service corporation is BAY AREA PATHOLOGY ASSOCIATES, P.A.

**ARTICLE II. - PRINCIPAL OFFICE**

The principal office address of this corporation is 1212 66<sup>th</sup> Street North, St. Petersburg, FL 33710, and the mailing address shall be the same.

**ARTICLE III. - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own, lease or otherwise acquire real and personal property necessary for the rendering of professional services.

**ARTICLE IV. - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V. - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

## **ARTICLE VI. – REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 1212 66<sup>th</sup> Street North, St. Petersburg, FL 33710. The name of the initial registered agent at that address is Larry J. Davis.

## **ARTICLE VII. – BOARD OF DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the initial Board of Directors is:

Larry J. Davis                      1212 66<sup>th</sup> Street North, St. Petersburg, FL 33710

## **ARTICLE VIII. – SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber is:

Larry J. Davis                      1212 66<sup>th</sup> Street North, St. Petersburg, FL 33710

## **ARTICLE IX. – RESTRAINT ON ALIENATION OF SHARES**

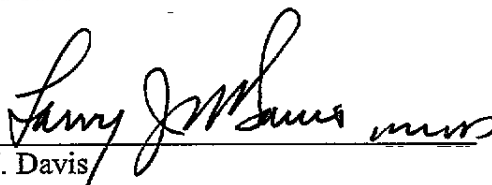
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of the stock shall immediately become subject to purchase by the professional service

corporation, then the other shareholders, in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided law. Any right conferred to the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this 26<sup>th</sup> day of June, 2001.

  
Larry J. Davis

Sworn to before me on this 26<sup>th</sup> day of June, 2001, by Larry J. Davis, who is personally known to me or produced \_\_\_\_\_ as identification.

AFFIX SEAL:



Bradley J. Wood  
MY COMMISSION # CC790265 EXPIRES  
February 28, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

Bradley J. Wood  
Printed Name of Notary Public

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

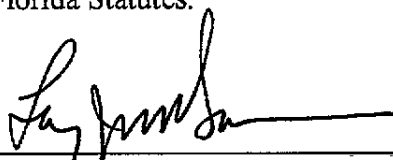
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#### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above-named professional services corporation at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under applicable Florida Statutes.

Dated this 26<sup>th</sup> day of June, 2001.

  
Larry J. Davis