

P01000117428

U.S. PATHOLOGY LABORATORY, INC.
11375 WEST FLAGLER STREET
MIAMI, FLORIDA 33174

Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200004718532--5
-12/11/01--01045--008
*****78.75 *****78.75

RE: Mailing Address

Dear Sir/Madam:

Please mail any and all papers to my home address 730 East 48th Street,
Hialeah, Florida 33010.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Juan B. Gonzalez

FILED
01 DEC 11 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Paul
12-12-01
6

ARTICLES OF INCORPORATION
OF
U.S. PATHOLOGY LABORATORY, INC.

FILED
01 DEC 11 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming an "S" corporation under the FLORIDA CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE I
(NAME)

The name of this Corporation is: U.S. PATHOLOGY LABORATORY, INC.

ARTICLE II
(PRINCIPAL ADDRESS)

The principal address of the corporation is: 11375 WEST FLAGLER STREET, MIAMI, FLORIDA 33174

ARTICLE III
(DURATION)

The term of existence of the corporation is perpetual.

ARTICLE IV
(NATURE OF BUSINESS)

The corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the Laws of the State of Florida.

A. To conduct the business of real property purchases, sales, service, consulting, and all related types of business. The corporation may have one or more offices in, and buy, hold mortgage, sale, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copy rights, trademarks and licenses, in the State of Florida and in all other states and countries.

B. To contract debts and borrow money, issue and sale or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To purchase, or other wise acquire, own, mortgage, pledge sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise, and real and personal property of every class and description.

ARTICLE V
(CAPITAL STOCK)

The maximum number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common shares with a par value of One Dollar and no/cents (\$1.00) each.

ARTICLE VI
(REGISTERED OFFICE)

The street address of the initial registered office of the corporation shall be: 11375 WEST FLAGLER STREET, MIAMI, FLORIDA 33174 and the name of the initial Registered Agent at such address is:

JUAN GONZALEZ

I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:



JUAN GONZALEZ

ARTICLE VII
(PRE-EMPTIVE RIGHTS)

The shareholders shall have pre-emptive rights.

ARTICLE VIII
(DIRECTORS)

7.01 The Board of Directors of the Corporation shall consist of at least one (1) member.

7.02 The names and addresses of the initial directors of the first Board of Directors shall be as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| JUAN GONZALEZ | 730 EAST 48th STREET MIAMI, FL 33010 |

ARTICLE IX
(OFFICERS)

The names and addresses of the first officers of the corporation, shall be as follows:

| <u>OFFICE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---------------|-----------------|
| President | JUAN GONZALEZ | AS STATED ABOVE |

ARTICLE X
(SUBSCRIBER)

The name and address of the subscriber of these Articles of Incorporation is:

NAME

JUAN GONZALEZ

ADDRESS

AS STATED ABOVE

ARTICLE XI
(AMENDMENT)

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 7th day of December, 2001.




JUAN GONZALEZ

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

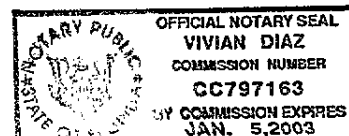
BEFORE ME, the undersigned authority this 7th day of December, 2001, personally appeared JUAN GONZALEZ, known to me to be the person who executed the foregoing Articles of Incorporation of U.S. PATHOLOGY LABORATORY, INC., and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida this 7th day of December, 2001.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



FILED

01 DEC 11 AM 7:51

CERTIFICATE DESIGNATING REGISTERED OFFICE

FOR SERVICE OF PROCESS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT

UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.- 501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ARMANDO JOSE FIGUEREDO, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED U.S. PATHOLOGY
LABORATORY, INC., LOCATED AT 11375 WEST FLAGLER STREET, MIAMI,
FLORIDA 33174, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.



JUAN GONZALEZ

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF THE REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



JUAN GONZALEZ

12/7/01

DATE