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ACCOUNT NO. : 072100000032

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AUTHORIZATION :

*Patricia P. Smith*

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ORDER NO. : 833319-005

CUSTOMER NO: 4305966

CUSTOMER: Jan Ezell, Legal Assistant  
Alston & Bird, L.l.p.

One Atlantic Center  
1201 West Peachtree St.  
Atlanta, GA 30309

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DOMESTIC FILING

NAME: PALMS OF PASADENA PATHOLOGY,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
PALMS OF PASADENA PATHOLOGY, INC.**

**ARTICLE I - NAME**

The name of the corporation is Palms of Pasadena Pathology, Inc. (hereinafter called the "Corporation").

**ARTICLE II – CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE III – PRINCIPAL OFFICE ADDRESS**

The street address and mailing address of the principal office of the Corporation is 7289 Garden Road, Suite 200, Riviera Beach, Florida 33404.

**ARTICLE IV – INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

James C. New  
c/o AmeriPath, Inc.  
7289 Garden Road  
Suite 200  
Riviera Beach, Florida 33404

Brian C. Carr  
c/o AmeriPath, Inc.  
7289 Garden Road  
Suite 200  
Riviera Beach, Florida 33404

Gregory A. Marsh  
c/o AmeriPath, Inc.  
7289 Garden Road  
Suite 200  
Riviera Beach, Florida 33404

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## **ARTICLE V – INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

## **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Charles Anderson, Jr., Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

## **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereby amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

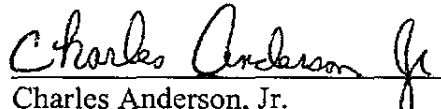
## **ARTICLE IX - BYLAWS**

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

**ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of Palms of Pasadena Pathology, Inc. this 22<sup>nd</sup> day of November, 2002.

  
\_\_\_\_\_  
Charles Anderson, Jr.  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
PALMS OF PASADENA PATHOLOGY, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of Palms of Pasadena Pathology, Inc., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.

CORPORATION SERVICE COMPANY

By: Cynthia L. Harris  
Name: **Cynthia L. Harris**  
Title: **as its agent**

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