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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Systems Pathology Corporation

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ARTICLES OF INCORPORATION
OF
SYSTEMS PATHOLOGY CORPORATION

Article 1. Name

The name of the Corporation is:

Systems Pathology Corporation

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act or the laws of other states in which the Corporation may conduct its business; and

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Initial Principal Office and Initial Mailing Address

The street address of the initial principal office of the Corporation is 4201 Gulf Shore Boulevard North, Suite 1601, Naples, Florida 34103. The initial mailing address of the Corporation is 4201 Gulf Shore Boulevard North, Suite 1601, Naples, Florida 34103.

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Article 5. Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 4201 Gulf Shore Boulevard North, Suite 1601, Naples, Florida 34103. The name of the Corporation's initial registered agent at that address is Gary L. Knutsen.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of voting common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 7. Incorporator

The name and address of the sole Incorporator is:

Gary L. Knutsen
4201 Gulf Shore Boulevard North, Suite 1601
Naples, Florida 34103

Article 8. Commencement of Existence

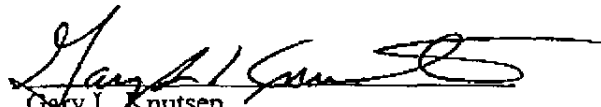
The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 9. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

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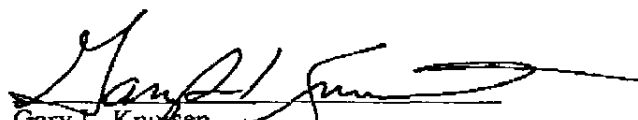
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as of the 6th day of January, 2005.


Gary L. Knutsen
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Systems Pathology Corporation, which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated as of the 6th day of January, 2005.


Gary L. Knutsen
Registered Agent