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Division of Corporations

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
LONG ISLAND PATHOLOGY, INC.**

Certificate of Status	0
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Merger
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Help

ARTICLES OF MERGER

of

MPL ACQUISITION LLC
a Delaware limited liability company

with and into

LONG ISLAND PATHOLOGY, INC.
a Florida corporation

August 23, 2013

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109.

1. Surviving Corporation. The name of the surviving corporation is "LONG ISLAND PATHOLOGY, INC." The jurisdiction of the surviving corporation is Florida.

2. Merging Corporation. The name of the merging corporation is "MPL ACQUISITION LLC". The jurisdiction of the merging company is Delaware.

3. Merger. The Plan of Merger is attached.

4. Effective Date. The merger shall become effective on the latter of such time as these Articles of Merger are filed with the Florida Department of State or that certain Certificate of Merger is filed with the Delaware Secretary of State.

5. Adoption of the Merger by the Surviving Corporation. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on August 23, 2013, pursuant to a written consent that was executed in accordance with section 607.0704 of the Florida Business Corporation Act.

6. Adoption of the Merger by the Merging Corporation. The Plan of Merger was adopted by the sole member of the merging corporation on August 23, 2013, pursuant to a written consent that was executed in accordance with laws of the State of Delaware.

* * *


IN WITNESS WHEREOF, these Articles of Merger have been executed as of date first set forth above.

MPL ACQUISITION LLC,
a Delaware limited liability company



By: _____
Name: Ken Cerny
Title: CEO

LONG ISLAND PATHOLOGY, INC.,
a Florida corporation



By: _____
Name: Mark Bibi
Title: Secretary

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EXHIBIT A

PLAN OF MERGER

(see attached)

PLAN OF MERGER
of
MPL ACQUISITION LLC,
a Delaware limited liability company
with and into
LONG ISLAND PATHOLOGY, INC.,
a Florida corporation

August 23, 2013

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act (the "Act"), MPL ACQUISITION LLC, a Delaware limited liability company (the "Merging Company"), and LONG ISLAND PATHOLOGY, INC., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Plan of Merger (this "Plan"):

1. Parties. The name and jurisdiction of formation of each of the constituent entities is as follows:

Name	State of Formation/ Incorporation
MPL ACQUISITION LLC	Delaware
LONG ISLAND PATHOLOGY, INC.	Florida

2. Designation and Number of Outstanding Shares.

Constituent Entity	Designation and Number of Outstanding Interests/Shares Entitled to Vote on the Merger
Merging Company	100% of Membership Interests
Surviving Corporation	5 Shares of Common Stock

3. Merger. On the date hereof, the Merging Company shall be merged with and into the Surviving Corporation and the separate existence of the Merging Company shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the Act (the "Merger"). The Merger shall become effective at the latter of such time as those certain Articles of Merger, in substantially the form attached hereto as Exhibit A, are duly filed with the Florida Department of State, and that certain Certificate of Merger, in substantially the form attached hereto as Exhibit B, is duly filed with the Delaware Secretary of State (the "Effective Time").

4. Charter. The Articles of Incorporation of the Surviving Corporation, in effect as of the Effective Time, shall be the Charter of the Surviving Corporation until further amended as permitted by law.

5. Conversion of Interests. Upon the Effective Time (i) all of the membership interests of the Merging Company shall, by operation of the merger, convert into five (5) shares of common stock

of the Surviving Corporation (the "Merger Consideration") and (ii) the Surviving Corporation shall distribute the Merger Consideration to the sole member of the Merging Corporation.

6. Effect of Merger. As of the Effective Time, the separate existence of the Merging Company shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of the Merging Corporation, as more particularly set forth in the Act.

7. Service of Process. The Surviving Corporation hereby designates the Secretary of State of the State of Delaware as its agent upon whom process against it may be served in the manner set forth in paragraph (c) of Section 18-209 of the Delaware Limited Liability Company Act, in any action, suit or proceeding for the enforcement of any obligation of the Merging Company. The Secretary of State of the State of Delaware shall mail a copy of any process against the Surviving Corporation served upon the Secretary of State of the State of Delaware to the following address: 10-2 Technology Drive, East Setauket, New York 11733.

8. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, or assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.


9. Amendment and Termination. This Plan may amended or terminated, as the case may be, by written instrument of both parties at any time before the Articles of Merger are filed.

* * *

IN WITNESS WHEREOF, the parties have executed this Plan as of the date first set forth above.


MERGING CORPORATION:

MPL ACQUISITION LLC,
a Delaware limited liability company

By: 
Name: Ken Cerney
Title: CEO

SURVIVING CORPORATION:

LONG ISLAND PATHOLOGY, INC.,
a Florida corporation

By: 
Name: Mark Bibi
Title: Secretary

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EXHIBIT A
ARTICLES OF MERGER

(see attached)

EXHIBIT TO PLAN OF MERGER

ARTICLES OF MERGER

of

MPL ACQUISITION LLC
a Delaware limited liability company

with and into

LONG ISLAND PATHOLOGY, INC.
a Florida corporation

August 23, 2013


The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109.

1. Surviving Corporation. The name of the surviving corporation is "LONG ISLAND PATHOLOGY, INC." The jurisdiction of the surviving corporation is Florida.
2. Merging Corporation. The name of the merging corporation is "MPL ACQUISITION LLC". The jurisdiction of the merging company is Delaware.
3. Merger. The Plan of Merger is attached.
4. Effective Date. The merger shall become effective on the latter of such time as these Articles of Merger are filed with the Florida Department of State or that certain Certificate of Merger is filed with the Delaware Secretary of State.
5. Adoption of the Merger by the Surviving Corporation. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on August 23, 2013, pursuant to a written consent that was executed in accordance with section 607.0704 of the Florida Business Corporation Act.
6. Adoption of the Merger by the Merging Corporation. The Plan of Merger was adopted by the sole member of the merging corporation on August 23, 2013, pursuant to a written consent that was executed in accordance with laws of the State of Delaware.


* * *

IN WITNESS WHEREOF, these Articles of Merger have been executed as of date first set forth above.

MPL ACQUISITION LLC,
a Delaware limited liability company


By: _____
Name: Ken Cerney
Title: CEO

LONG ISLAND PATHOLOGY, INC.,
a Florida corporation


By: _____
Name: Mark Bibi
Title: Secretary

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EXHIBIT B
CERTIFICATE OF MERGER

(see attached)

EXHIBIT TO PLAN OF MERGER

CERTIFICATE OF MERGER
OF
MPL ACQUISITION LLC
a Delaware limited liability company
WITH AND INTO
LONG ISLAND PATHOLOGY, INC.
a Florida corporation

August 23, 2013

In accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act, MPL ACQUISITION LLC, a Delaware limited liability company, does hereby certify as follows:

1. The name, jurisdiction of formation or organization and type of entity of the domestic limited liability company and the other business entity which are to merge (the "Merger") are as follows:

<u>Name</u>	<u>Jurisdiction of Organization or Formation</u>	<u>Type of Entity</u>
MPL Acquisition LLC	Delaware (" <u>DE LLC</u> ")	Limited Liability Company
Long Island Pathology, Inc.	Florida (" <u>FL CORP</u> ")	Corporation

2. An agreement and plan of merger has been approved and executed by each of DE LLC and FL CORP.
3. The name of the surviving corporation is Long Island Pathology, Inc., a Florida corporation.
4. The agreement and plan of merger is on file at the following place of business of the surviving corporation: 10-2 Technology Drive, East Setauket, New York 11733.
5. A copy of the agreement and plan of Merger will be furnished by FL CORP upon request, without cost, to any member of or any person holding an interest in DE LLC or FL CORP.
6. FL CORP hereby designates the Secretary of State of the State of Delaware as its agent upon whom process against it may be served in the manner set forth in paragraph (c) of Section 18-209 of the Delaware Limited Liability Company Act, in any action, suit or proceeding for the enforcement of any obligation of DE LLC. The Secretary of State of the State of Delaware shall mail a copy of any process against FL CORP served upon the Secretary of State of the State of Delaware to the following address: 10-2 Technology Drive, East Setauket, New York 11733.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed as of the date first set forth above.

MPL ACQUISITION LLC,
a Delaware limited liability company

By: 

Name: Ken Cerny

Title: CEO