

Division of Corporations

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P93000054631

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PALMETTO PATHOLOGY SERVICES, P.A.

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Amendment

02/12/99

DC

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
PALMETTO PATHOLOGY SERVICES, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and Shareholders of Palmetto Pathology Services, P.A., a Florida corporation originally incorporated on August 3, 1993, Document No. P93000054631, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amend the existing Articles of Incorporation in the following respect:

ARTICLE IV - CAPITAL STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the classes of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
5,000	\$1.00	Class A Voting Common
5,000	\$1.00	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

This instrument prepared by:  
Alan R. Chase, Esquire  
Florida Bar No. 205478  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

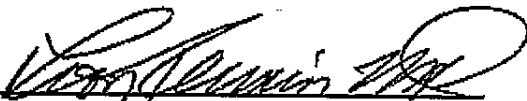
The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Each holder of the Corporation's outstanding Common Stock shall be entitled to exchange such outstanding shares for one (1) share of the Corporation's Class A Voting Common Stock per outstanding share of Common Stock.

The foregoing Amendment was duly approved by the Directors and Shareholders in accordance with Florida Statutes, Sections 607.1003 and 607.1006 on December 1, 1998.

DATED this 14<sup>th</sup> day of December, 1998.

PALMETTO PATHOLOGY SERVICES, P.A.

By:   
Leon Termin, M.D., President

Attest:   
Michael Abels, M.D., Secretary

FAUSER\PARA\FILES\PALMETTO\AMEND