

MAR-24-1995 12:16

S

1:31 AM

P.09

P95000024001

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H95000003408)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3594
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.
FAX AUDIT NUMBER: H95000003408
DATE REQUESTED: 03/24/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:31:20
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003408)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:15

EFFECTIVE DATE

MAR 20 1995

506

04:21:13 12:00:00
04:21:13 12:00:00
04:21:13 12:00:00

ARTICLES OF INCORPORATION

⑤

OF

PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.

The undersigned incorporator, for the purposes of forming a professional service corporation under Chapter 621, Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is c/o Cedars Medical Center, 1400 N.W. 12th Avenue, Miami, Florida 33136.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share. Shares of the Corporation's stock and certificates shall be issued only to Doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, P.A., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of engaging in the practice of Medicine in the State of Florida, and all its fields of specialization as engaged in by Doctors pursuant to Chapter 621, Professional Service Corporation Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be Doctors in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional service as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which

BROAD & CASSEL
201 S. BISCAYNE BLVD.
SUITE 3000
MIAMI, FL 33131
(305) 373-9400
FL. BAR NO. 0124779
MIKE SEGAL

EFFECTIVE DATE

MAR 20 1995

H 9500000 34 08

H 9500000 34 08

HEALTH 1233090001 04/03/23A

corporations may be formed under Chapter 607 of the Florida Business Corporations Act.

H 95000003408

SEVENTH:

The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names of the initial directors of the Corporation are: Luis Villa, Jr., M.D. and Isadore Morjain, M.D.

EIGHTH:

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH:

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

H 95000003408

CORP

MAR-24-1995 12:17 FROM EMPIRE

TO

DIU COMP ELT FI P.12

TESTE: The corporate existence of the Corporation shall commence on March 20, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of March, 1995.


Mike Segal, Incorporator

H 9500000 34 08

H 9500000 34 08

...
MAR-24-1995 12:18 FROM EMPIRE

TO DIU CORP ELT FI P.13

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: *Linda C. Frasier*
Linda C. Frasier, Vice President

H 9500000 34 08

H 9500000 34 08

REALTOR/64421/0000/UTW11304

P95000024001

S

12:46 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 33418-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT
NAME: PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.
FAX AUDIT NUMBER: H95000003678 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/30/1995 TIME REQUESTED: 12:46:54
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003678))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:12:1

QAC
N/C
DM
3-31

RECEIVED

19049224000

TO

P.02

19049224000

TO

MAR-31-1995 13:50 FROM EMPIRE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 31



FLORIDA DEPARTMENT OF STATE

Sandra E. Mortham
Secretary of State

March 30, 1995

PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.
CEDARS MEDICAL CENTER
1400 NW 12 AVE
MIAMI, FL 33136

SUBJECT: PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.
REF: P95000024001

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan
Corporate Specialist

FAX Aud. #: H95000003678
Letter Number: 295A00014553

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

TOTAL P.03

49500005678

PINCHASIK - STRONGIN - MUSKAT - STEIN & COMPANY

A Professional Association of Certified Public Accountants

CHARLES STRONGIN, CPA
MICHAEL L. STRONGIN, CPA
JENNIFER L. STRONGIN, CPA
MICHAEL P. MUSKAT, CPA
HARVEY P. MUSKAT, CPA
MARK P. MUSKAT, CPA
CAROL A. MUSKAT, CPA
ROBERT A. STEIN, CPA
EDWARD A. STRONGIN, CPA
CHARLOTTE YOUNG-LONG, CPA

MITCHELL A. YELAN, J.D., LL.M.

SUITE 800
BAYVIEW PLAZA
3225 AVANTON AVENUE
MIAMI, FLORIDA 33133

PHONE (305) 880-8800
FACSIMILE (305) 760-8800
FAX (305) 880-1800

March 31, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32315

Dear Sir/Madam:

We no longer wish to reserve the following name:
Pathology Management Consultants, P.A.

Very truly yours,

Mitchell A. Yelan
Mitchell A. Yelan
For the Firm

MAY:kl
enclosure

49500005678

W-20-1995 13:26 FROM EMPIRE

TO DIV CORP ELT FI P.32
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 31 PH 3:45

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.**

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, Pathology Management Consultants, M.D., P.A. (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is **PATHOLOGY MANAGEMENT CONSULTANTS, M.D., P.A.**

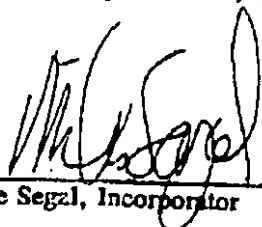
SECOND: The following amendment to the Articles of Incorporation of the Corporation was duly adopted by the sole incorporator of the Corporation.

THIRD: Shareholder approval is not required as the Corporation has not yet issued shares:

Article **FIRST** of the Articles of Incorporation of the Corporation is amended in its entirety by substitution of the following Article:

FIRST: The name of the Corporation is **PATHOLOGY MANAGEMENT CONSULTANTS, P.A.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment to the Articles of Incorporation this 29th day of March, 1995.


Mike Segal, Incorporator

Mike Segal, P.A.
201 S. Biscayne Blvd.
Suite 3000
Miami, Florida 33131
Florida Bar #0124779
(305) 373-9400

HEALTH/13300001/AA243.29A
03/31/95

P95000024001