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FROM: FOLEY & LARIMER 200 LAURA ST JACKSONVILLE, FL 32202- CONTACT: KAREN PETERSON PHONE: (904) 359-2000 FAX: (904) 359-8700	
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6/19/95

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ARTICLES OF INCORPORATION
OF
QUALITY PATHOLOGY CONSULTANTS, P.A.

The undersigned, a physician duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE

NAME AND ADDRESS

6-6-95

Section 1.1 Name. The name of the corporation is Quality Pathology Consultants, P.A.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is c/o Louis S. McCann, Jr., M.D., Pathology Department, 800 Prudential Drive, Jacksonville, Florida 32207.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if these Articles are not filed by the Department of State of the State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine, the same professional services that a physician duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to

Prepared by: Linda Y. Kaloo, Fla. Bar No. 298662
Foley & Lardner
200 Laseta Street, Jacksonville, FL 32202
904/359-2000

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prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

ARTICLE IV

CAPITAL STOCK

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 10,000 shares of common stock having a par value of \$0.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Louis S. McCann, M.D., Pathology Department, 800 Prudential Drive, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Louis S. McCann, Jr., M.D.

ARTICLE VI

DIRECTORS

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of the corporation are:

Name	Address
Louis S. McCann, Jr., M.D.	6280 Highlands Court Ponte Vedra Beach, Florida 32082

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(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator of this corporation are:

Name	Address
Louis S. McCann, Jr., M.D.	6280 Highlands Court Ponte Vedra Beach, Florida 32082

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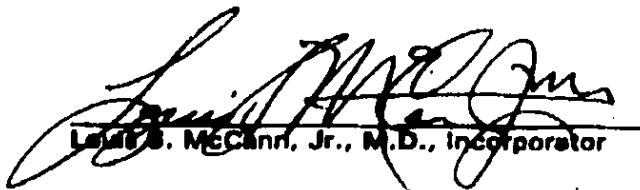
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ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of June, 1995.



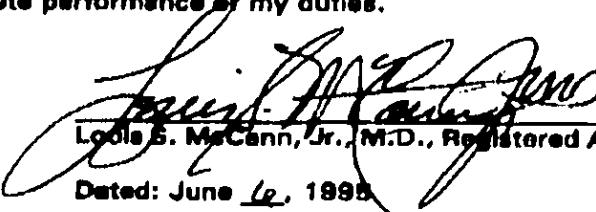
Louis S. McCann, Jr., M.D., Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Leslie S. McCann, Jr., M.D., Registered Agent

Dated: June 16, 1995

FILED
SUSAN -7 PHB: 48
SECRETARIAL STAFF
MILLER, CLASSE, FLICHER