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July 5, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300001533303  
-07/10/95--01036--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Roberta M. Killeen, M.D., P.A.

Please find enclosed Articles of Incorporation for the above corporation, and check in the amount of \$122.50 for filing the Articles, Registered Agent designation, and a certified copy of the Articles. Thank you.

Very truly yours,

*A. Parker*

for Robert J. Morris, Jr.

RJM/alp  
Enclosures

95 JUL 10 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Per Angela:  
Address should be  
"45-18"*

N. HENDRICKS JUL 13 1995

ARTICLES OF INCORPORATION

OF

ROBERTA M. KILLEEN, M.D., P.A.

**FILED**  
95 JUL 10 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

ROBERTA M. KILLEEN, M.D., P.A.

The principal place of business of this corporation shall be:

4548 Bardsdale Drive  
Palm Harbor, FL 34685

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the business of pathology or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

4548 Bardsdale Drive, Palm Harbor, FL 34685

The initial registered agent of the corporation is Roberta M. Killeen, M.D., 4548 Bardsdale Dr., Palm Harbor, FL 34685.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The requirement for directors of the corporation shall be dispensed with and all powers and duties otherwise conferred upon corporate directors shall be performed and exercised by the president of the corporation.

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Roberta M. Killeen - President/Secretary/Treasurer

**ARTICLE X. INCORPORATORS**

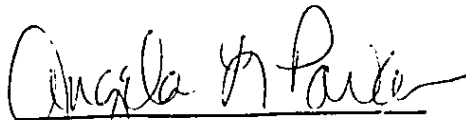
The name and street address of the incorporator to these Articles of Incorporation are:

Robert M. Killeen  
4548 Bardsdale Drive  
Palm Harbor, FL 34685

  
ROBERTA M. KILLEEN

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of June, 1995 by ROBERTA M. KILLEEN who is personally known to me or who produced drivers license as identification and who did not take an oath.

  
NOTARY PUBLIC  
Printed Name of Notary  
My Commission Expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ROBERTA M. KILLEEN, M.D., P.A.

2. The name and address of the registered agent is:

Roberta M. Killeen  
4548 Bardsdale Drive  
Palm Harbor, FL 34685

**FILED**  
95 JUL 10 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

ROBERTA M. KILLEEN

DATE: \_\_\_\_\_

6/22/95