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TO: DIVISION OF CORPORATIONS

FROM: AMERICAN CLINICAL LABORATORIES OF FLORIDA, INC.

DEPARTMENT OF TREASURY

102 FLORIDA ST.

STATE OF FLORIDA

MIAMI 200

405 EAST OCEAN BLVD.

MIAMI FL 33131

0000

TALLAHASSEE, FL 32309

CONTACT: RAY SCORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN CLINICAL LABORATORIES OF FLORIDA, INC.

FAX AUDIT NUMBER: H95000010276

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN CLINICAL LABORATORIES OF FLORIDA, INC.  
REF: H95000018588

*of Greater Florida, Inc.*

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

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Loria Poole  
Corporate Specialist

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(7)

**ARTICLES OF INCORPORATION**

**OF**

**AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, INC.**

The undersigned, acting as incorporator of **AMERICAN CLINICAL LABORATORIES OF Greater Florida, Inc.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRINCIPAL CORPORATE ADDRESS**

The name of the Corporation is:

**AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, INC.**

The principal corporate address of this Corporation is:

12405 S.W. 56th Street  
Miami, Florida 33175

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually

PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
PHONE: (305) 458-3300

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2601 South Bayshore Drive, Suite 1400  
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address shall be:

Joaquin N. Fernandez, Esq.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII**  
**DIRECTORS**  
**NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
(305) 832-5300  
PHONE:

H95060010276

NAME

JOAQUIN N. FERNANDEZ, ESQ.

STREET ADDRESS

12405 S.W. 56th Street  
Miami, Florida 33175

ARTICLE VIII  
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

NAME

JOAQUIN N. FERNANDEZ, ESQ.

STREET ADDRESS

12405 S.W. 56th Street  
Miami, Florida 33175

ARTICLE IX  
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.
3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators

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PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
(305) 858-3300  
  
PHONE:

and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
PHONE: (305) 858-3300

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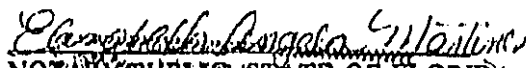
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of September, 1993.

  
INCORPORATOR

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     §§

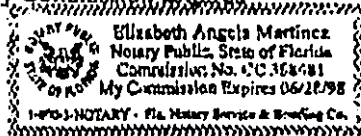
BEFORE ME, personally appeared, JOAQUIN N. FERNANDEZ, ESQ. to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the state and county aforesaid, this 14 day of September, 1993.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
Commission No. 00188481  
My Commission Expires 06/28/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

Printed Name

My Commission Expires

  
Elizabeth Angela Martinez  
Notary Public, State of Florida  
Commission No. 00188481  
My Commission Expires 06/28/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
PHONE: (305) 858-5300

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**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2601 South Bayshore Drive, Suite 1400, Miami, Florida 33133 has named JOAQUIN N. FERNANDEZ, located thereat as its registered agent to accept service of process within this State.

BY: 

INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: 

REGISTERED AGENT

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TALLAHASSEE, FLORIDA

PREPARED BY: JOAQUIN N. FERNANDEZ, ESQ.  
FLORIDA BAR NO: 229180  
ADDRESS: 2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
PHONE: (305) 838-3300

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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-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (105) 541-3770

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DOCUMENT TYPE: BASIC AMENDMENT  
NAME: AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, I  
FAX AUDIT NUMBER: H95000011103  
DATE REQUESTED: 10/05/1995  
CERTIFIED COPIES: 0  
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TALLAHASSEE, FLORIDA

H95000011103

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, INC.  
DOCUMENT NO. P95000071728

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. ANGEL PEREZ is elected Director, President, Vice-President, Secretary and Treasurer of the Corporation and his address is: 1825 West 56th Street, Hialeah, Florida.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is Sept. 25, 1995.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

PREPARED BY:  
FLORIDA BAR NO.  
ADDRESS:

JOAQUIN N. FERNANDEZ, ESQ.  
229180  
2601 SOUTH BAYSHORE DRIVE  
SUITE 1400  
MIAMI, FLORIDA 33133  
(305) 858-5300

PHONE:

H95000011103

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The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_

Signed this 25 day of Sept (voting group), 1995.

AMERICAN CLINICAL LABORATORIES OF GREATER FLORIDA, INC.  
(Corporate Name)

By [Signature]  
(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the Shareholders)

(A director or incorporator if adopted by the  
directors or incorporators)

JOAQUIN N. FERNANDEZ  
(Typed or printed name)

Director and Registered Agent  
(Title)

H95000011103

PREPARED BY:  
FLORIDA BAR NO.  
ADDRESS:

PHONE:

JOAQUIN N. FERNANDEZ, ESQ.  
229180  
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