

# P96000013736



ACCOUNT NO. : 072100000032

REFERENCE : 529070 4331939

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : \$ 78.75

FILED  
99 DEC 27 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 24, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 529070-005

CUSTOMER NO: 4331939

900003079949--9

CUSTOMER: Judy Bernero, Legal Asst  
Greenberg Traurig, P.a.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

LABORATORY PHYSICIANS,  
JACKSONVILLE, INC.

INTO

AMERIPATH FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*Menger*

RECEIVED  
99 DEC 27 AM 9:18  
TALLAHASSEE, FLORIDA

V. SHEPARD DEC 28 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LABORATORY PHYSICIANS, JACKSONVILLE, INC., a Florida corporation,  
G95593

INTO

**AMERIPATH FLORIDA, INC.,** a Florida entity, P96000013736

File date: December 27, 1999

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 78.75

## ARTICLES OF MERGER

of

**LABORATORY PHYSICIANS, JACKSONVILLE, INC.**  
(a Florida Corporation)

With and Into

**AMERIPATH FLORIDA, INC.**  
(a Florida Corporation)

FILED  
99 DEC 27 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"), **LABORATORY PHYSICIANS, JACKSONVILLE, INC.** ("Jacksonville") and **AMERIPATH FLORIDA, INC.** ("AmeriPath Florida"), each, a Florida corporation (collectively, the "Corporations"), adopted the following Articles of Merger on the 23<sup>rd</sup> day of December, 1999, for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

### ARTICLE I

The Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Exhibit "A" and adopted in accordance with the provisions of Section 607.1103 of the FBCA, which is incorporated herein and constitutes part of these Articles of Merger, and provides for the merger of Jacksonville with and into AmeriPath Florida, with AmeriPath Florida remaining as the surviving corporation (the "Merger").

The Merger shall be effective as of the day following the date on which the Articles of Merger were filed with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of the Corporations, (i) Jacksonville shall be merged with and into AmeriPath Florida, with AmeriPath Florida being the surviving corporation of the Merger and the separate existence of Jacksonville shall cease, (ii) each share of the common stock of Jacksonville, outstanding at the Effective Time, shall be converted into an aggregate number of one (1) fully paid and non-assessable share of common stock, par value \$.01 per share, of AmeriPath Florida, as provided in Article II of the Merger Agreement attached hereto as Exhibit A. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and the Merger Agreement, and all property, rights, privileges, policies and franchises of Jacksonville shall vest in AmeriPath Florida and all debts, liabilities and duties of Jacksonville shall become the debts, liabilities and duties of AmeriPath Florida, all in accordance with Section 607.1106 and the terms and conditions of the Merger Agreement.

### ARTICLE II

The holders of all of the issued and outstanding shares of capital stock of each of the Corporations (entitled to vote upon the Merger Agreement, had the Merger Agreement been submitted to a vote, pursuant to Section 607.1103 of the FBCA) consented to and authorized the Merger

Agreement by unanimous written consent, in accordance with Section 607.0704 of the FBCA on the 23<sup>rd</sup> day of December, 1999.

**IN WITNESS WHEREOF** the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 23<sup>rd</sup> day of December, 1999.

**AMERIPATH FLORIDA, INC.**

By: \_\_\_\_\_

  
ROBERT P. WYNN, Vice President

**LABORATORY PHYSICIANS, JACKSONVILLE, INC.**

By: \_\_\_\_\_

  
ROBERT P. WYNN, Vice President

The number of shares outstanding that are entitled to vote on the Merger for AmeriPath Florida and Jacksonville, respectively, are as follows:

<u>Name of Corporation</u>	Number of Shares <u>Outstanding</u>
Laboratory Physicians, Jacksonville, Inc.	1,800
AmeriPath Florida, Inc.	107

The number of shares of AmeriPath Florida and Jacksonville, respectively, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	Number of Shares Voted	
	<u>For</u>	<u>Against</u>
Laboratory Physicians, Jacksonville, Inc.	1,800	0
AmeriPath Florida, Inc.	107	0

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement"), dated and effective as of the 23<sup>rd</sup> day of December, 1999, by and between **AMERIPATH FLORIDA, INC.**, a Florida corporation ("AmeriPath Florida"), and **LABORATORY PHYSICIANS, JACKSONVILLE, INC.** ("Jacksonville"), each a Florida corporation (collectively, the "Corporations").

### **W I T N E S S E T H :**

**WHEREAS**, the Board of Directors of each of the Corporations has reviewed and considered the terms and provisions of this Merger Agreement and the transactions contemplated hereby, including the merger (the "Merger") of Jacksonville with and into AmeriPath Florida, with AmeriPath Florida surviving and continuing following the Merger, and each has deemed such agreement and such transactions to be advisable and in the best interests of its shareholders, and submitted same for approval of the shareholders of each such corporation, all in accordance with Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"); and

**WHEREAS**, AmeriPath, Inc., a Delaware corporation ("AmeriPath"), in its capacity as the sole shareholder of each of the Corporations, through action by written consent, has approved this Merger Agreement and the Merger, upon the terms and conditions hereinafter set forth, all in accordance with Section 607.1103 of the FBCA;

**NOW, THEREFORE**, for and in consideration of the premises and the representations, warranties, mutual covenants and agreements herein contained, the parties hereto agree that the terms and conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging shares in connection therewith shall be as follows:

### **ARTICLE I**

#### **THE MERGER**

(a) Subject to and in accordance with the provisions of this Merger Agreement, the Articles of Merger to consummate the Merger as required under the FBCA shall be executed by the appropriate officer(s) of each of the Corporations. The Merger shall become effective at the time of effectiveness (the "Effective Time") specified in Article VI herein. At the Effective Time, (i) Jacksonville shall be merged with and into AmeriPath Florida on the terms and in accordance with the provisions contained in this Agreement; (ii) the separate corporate existence of Jacksonville shall cease; (iii) the corporate existence of AmeriPath Florida shall continue under the laws of the State of Florida unaffected and unimpaired by the Merger; and (iv) AmeriPath Florida shall survive and continue following the Merger (AmeriPath Florida, following the Merger, being sometimes referred to herein as the "Surviving Corporation").

(b) If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest the Surviving Corporation with full title to all properties, assets and rights of the Corporations, the officers of the Corporations, or of each Corporation, as of the Effective Time shall take all such further action.

(c) The Merger shall have the effect as set forth in Section 607.1106 of the FBCA, such that at the Effective Time, all of the assets and properties of Jacksonville, whether real, personal, or mixed, and whether tangible or intangible, and all of the liabilities and obligations of Jacksonville, whether fixed or contingent, shall vest in the Surviving Corporation, without any further action of any of the Corporations, and after the Effective Time, the Surviving Corporation shall have all the rights, privileges, immunities and powers of a public as well as a private nature of Jacksonville. Additionally, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to each of the constituent corporations hereby merged shall be taken and deemed to be transferred to and vested in AmeriPath Florida without further act or deed, and the title to any real estate, or any interest therein, vested in Jacksonville shall not revert or be in any way impaired by reason of this Merger.

## **ARTICLE II**

### **TERMS OF CONVERSION AND EXCHANGE OF SHARES**

At the Effective Time, upon the terms and subject to the conditions set forth herein, all issued and outstanding shares of capital stock of Jacksonville shall then be converted, without any action on the part of the holders thereof or the Corporations, into an aggregate total of one (1) fully paid and non-assessable share of common stock, par value \$0.01 per share, of AmeriPath Florida, as indicated below.

<b><u>Corporation</u></b>	<b><u>Number of Shares Outstanding</u></b>	<b><u>Converted To Shares of AmeriPath Florida</u></b>
Laboratory Physicians, Jacksonville, Inc.	1,800	1

## **ARTICLE III**

### **SHAREHOLDER APPROVAL; FILING OF ARTICLES OF MERGER**

(a) The consummation of the Merger shall require the approval of the majority of the shareholders of each of the Corporations. Such approval may be given in any manner permitted by applicable law.

(b) If the Merger is approved as required in paragraph (a) herein, then the appropriate officers of each of the Corporations shall execute the Articles of Merger and, as promptly as possible, shall deliver the Articles of Merger to the Secretary of State for filing in accordance with the provisions of applicable law.

## **ARTICLE IV**

### **ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the Articles of Incorporation of the Surviving Corporation at the



Effective Time, until thereafter amended in accordance with applicable law and the provisions contained within the Articles of Incorporation of the Surviving Corporation.

The Bylaws of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the Bylaws of the Surviving Corporation at the Effective Time, until thereafter amended in accordance with applicable law, the provisions contained within the Articles of Incorporation and the provisions contained within the Bylaws of the Surviving Corporation.

## **ARTICLE V**

### **DIRECTORS AND OFFICERS**

The persons who are the duly elected or appointed directors and officers of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the directors and officers, respectively, of the Surviving Corporation at the Effective Time, and shall hold their respective directorships or offices as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation.

## **ARTICLE VI**

### **EFFECTIVE TIME OF THE MERGER**

The Effective Time of the Merger shall be the day on which the Articles of Merger are filed with the Secretary of State of the State of Florida, pursuant to the provisions of this Merger Agreement and applicable law. The officers of each Corporation shall take such actions as are necessary to consummate the Merger, in accordance with the terms and conditions of this Merger Agreement.

## **ARTICLE VII**

### **MISCELLANEOUS**

(a) This Merger Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall, taken together, constitute but one and the same instrument.

(b) This Merger Agreement, which is made pursuant to Section 607.1101 et seq. of the FBCA, shall be governed by, and construed and enforced in accordance with, the laws of the State of Florida.

(c) It is the intent of the Corporations that this Merger shall constitute a tax free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

**IN WITNESS WHEREOF**, the parties to this Agreement and Plan of Merger have caused them to be duly executed by their respective authorized officers this 23<sup>rd</sup> day of December, 1999.

**AMERIPATH FLORIDA, INC.**

By: \_\_\_\_\_

  
ROBERT P. WYNN, Vice President

**LABORATORY PHYSICIANS, JACKSONVILLE, INC.**

By: \_\_\_\_\_

  
ROBERT P. WYNN, Vice President