

P960000013736

CT CORPORATION SYSTEM

FILED

01 DEC 31 PM 2:41

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ameripath Florida, Inc.

merging:

Hialeah Pathology Associates, Inc.

South Florida Pathology Associates, Inc.

MedGenetics Diagnostic Laboratories, Inc.

Orange Park Pathology Consultants, Inc., Zoo Eung Kim, M.D.

200004745402--8

-12/31/01--01075--019

****175.00 ****175.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> LLC	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/31/01

Order#: 5018687

Ref#: _____

Amount: \$ _____

Merger
12-31-01
MS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HIALEAH PATHOLOGY ASSOCIATES, INC., a Florida corporation, 650883

SOUTH FLORIDA PATHOLOGY ASSOCIATES, INC., a Florida corporation,
G26996

MEDGENETICS DIAGNOSTIC LABORATORIES, INC., a Florida corporation,
H07054

ORANGE PARK PATHOLOGY LABORATORY CONSULTANTS, INC., ZOO
EUNG KIM, M.D., a Florida corporation, 480098

INTO

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

File date: December 31, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
HIALEAH PATHOLOGY ASSOCIATES, INC.,
SOUTH FLORIDA PATHOLOGY ASSOCIATES, INC.,
MEDGENETICS DIAGNOSTIC LABORATORIES, INC.,
ORANGE PARK PATHOLOGY CONSULTANTS, INC., ZOO EUNG KIM, M.D.
WITH AND INTO
AMERIPATH FLORIDA, INC.**

FILED

01 DEC 31 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Hialeah Pathology Associates, Inc., South Florida Pathology Associates, Inc., MedGenetics Diagnostic Laboratories, Inc., Orange Park Pathology Consultants, Inc., Zoo Eung Kim, M.D. and AmeriPath Florida, Inc. on December 27, 2001.
3. The merger will be effective on December 31, 2001.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 27th day of December, 2001.

HIALEAH PATHOLOGY ASSOCIATES, INC.

By: _____

Brian C. Carr
President


SOUTH FLORIDA PATHOLOGY
ASSOCIATES, INC.

By: _____


Brian C. Carr
President

[Signatures continued on next page]

MEDGENETICS DIAGNOSTIC
LABORATORIES, INC.

By: 
Brian C. Carr
President

ORANGE PARK PATHOLOGY
CONSULTANTS, INC., ZOO EUNG KIM, M.D.

By: 
Brian C. Carr
President

AMERIPATH FLORIDA, INC.


By: 
Brian C. Carr
President

EXHIBIT A
PLAN OF MERGER

Pursuant to this Plan of Merger (the "Plan of Merger"), dated as of the 31st day of December, 2001, Hialeah Pathology Associates, Inc. ("Hialeah"), South Florida Pathology Associates, Inc. ("South Florida"), MedGenetics Diagnostic Laboratories, Inc. ("MedGenetics"), and Orange Park Pathology Consultants, Inc., Zoo Eung Kim, M.D. ("Orange Park"), each a Florida corporation, shall be merged with and into AmeriPath Florida, Inc., a Florida corporation ("Path-FL").

SECTION 1
DEFINITIONS

1.1 **Effective Date.** "Effective Date" shall mean the date on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the State of Florida, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 **Surviving Corporation.** "Surviving Corporation" shall refer to Path-FL as the corporation surviving the Merger.

1.3 **Merging Corporations.** "Merging Corporations" shall refer to Hialeah, South Florida, MedGenetics and Orange Park.

1.4 **Merger.** "Merger" shall refer to the merger of the Merging Corporations with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2
TERMS OF MERGERS

2.1 **Merger.** Subject to the terms and conditions set forth in this Plan of Merger, on the Effective Date, the Merging Corporations shall be merged with and into Path-FL in accordance with applicable provisions of Florida law. Path-FL shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name "AmeriPath Florida, Inc." The Merger shall be consummated pursuant to the terms of this Plan of Merger, which has been approved by the Board of Directors and the shareholders of each of the Merging Corporations and the Surviving Corporation.

2.2 **Effective Date.** The Merger contemplated by this Plan of Merger shall be effective on December 31, 2001.

2.3 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as they exist at the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of Path-FL shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

2.6 Officers. The officers of Path-FL shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporations shall be canceled and cease to exist by virtue of the Merger at the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.