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MERGER OR SHARE EXCHANGE

AMERIPATH MERGER COMPANY, INC.

EFFECTIVE DATE

12/31/03

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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merger
12/28/03*

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ARTICLES OF MERGER
OF
AMERIPATH FLORIDA, INC.
(a Florida corporation)
WITH AND INTO
AMERIPATH MERGER COMPANY, INC.
(a Delaware corporation)

EFFECTIVE DATE
12/31/03

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. §§ 607.1107, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan and Agreement of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan and Agreement of Merger was adopted by the Board of Directors and the sole shareholder of AmeriPath Florida, Inc. by written consent on December 17, 2003 in accordance with F.S. § 607.1103. The Plan and Agreement of Merger was also adopted by written consent of the Board of Directors and sole stockholder of AmeriPath Merger Company, Inc. on December 18, 2003, in accordance with Section 141(f) and Section 228 of the Delaware General Corporation Law.
3. The merger shall be effective at 11:58 p.m. on December 31, 2003.
4. The surviving entity hereby appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of AmeriPath Florida, Inc. and the surviving entity agrees to pay any dissenting shareholder of AmeriPath Florida, Inc. the amount, if any, to which it is entitled under F.S. § 607.1302.

[Signatures on following page]

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IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized representatives this 18th day of December, 2003.

AMERIPATH FLORIDA, INC.

By: David L. Redmond
Name: DAVID L. REDMOND
Title: VP

AMERIPATH MERGER COMPANY, INC.

By: David L. Redmond
Name: DAVID L. REDMOND
Title: VP

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Exhibit A

Plan and Agreement of Merger

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, is made and entered into as of the 18th day of December, 2003, by and between AmeriPath Florida, Inc., a Florida corporation, and AmeriPath Merger Company, Inc., a Delaware corporation.

SECTION 1 **DEFINITIONS**

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

1.2 **Surviving Corporation.** "Surviving Corporation" shall refer to AmeriPath Merger Company, Inc. as the corporation surviving the Merger.

1.3 **Merging Corporation.** "Merging Corporation" shall refer to AmeriPath Florida, Inc.

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

SECTION 2 **TERMS OF MERGER**

2.1 **Merger.** Subject to the terms and conditions set forth in this Agreement of Merger, on the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation, with the Merging Corporation ceasing to exist and the Surviving Corporation continuing to exist under the name of AmeriPath Merger Company, Inc. as provided in the provisions of Florida and Delaware law. AmeriPath Merger Company, Inc. 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 Delaware under the corporate name "AmeriPath Merger Company, Inc." The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the Board of Directors and the sole stockholder of the Merging Corporation and by the Board of Directors and sole stockholder of the Surviving Corporation.

2.2 **Effective Date.** The Merger contemplated by this Agreement of Merger shall be effective at 11:58 p.m. Eastern Standard Time on December 31, 2003.

2.3 **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

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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 AmeriPath Merger Company, Inc. 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 AmeriPath Merger Company, Inc. 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 Corporation shall be canceled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger, and no new shares of the Surviving Corporation will be issued in connection with the Merger.

FURTHER ASSURANCES

Each party to this Agreement of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Agreement of Merger.

[Signatures on following page]

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IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement of Merger to be executed by their duly authorized officers as of the date first above written.

SURVIVING CORPORATION:

AMERIPATH MERGER COMPANY, INC.

By: David L. Redmond
Name: DAVID L. REDMOND
Title: VP

MERGING CORPORATION:

AMERIPATH FLORIDA, INC.

By: David L. Redmond
Name: DAVID L. REDMOND
Title: VP