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February 20, 1996

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

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RE: Associated Pathologists of Palm Beach County, P.A.

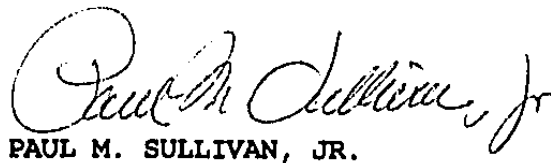
Dear Sir or Madam:

Please find enclosed the following:

1. Original and one copy of the Articles of Incorporation (to be returned date stamped) for the above-referenced corporation;
2. My trust account check in the amount of \$122.50 representing the filing fee for the articles; and
3. A return envelope for the return of the date stamped copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,


PAUL M. SULLIVAN, JR.

PMS:bg
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FEB 28 1996

ARTICLES OF INCORPORATION
OF
ASSOCIATED PATHOLOGISTS OF PALM BEACH COUNTY, P.A.

ARTICLE I
NAME

The name of this corporation shall be ASSOCIATED PATHOLOGISTS OF PALM BEACH COUNTY, P.A.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

The purposes of the corporation include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and under the laws of the United States and more specifically to engage in the medical practice of pathology and activities related to that or any other lawful enterprise.

ARTICLE IV
SHARES OF STOCK

The aggregate number of share which the corporation will have authority to issue to FIVE HUNDRED (500). Each share shall have a par value of ONE DOLLAR (\$1.00).

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The corporation's principal address and initial registered office and the name of the corporation's initial registered agent at such address is:

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TALLAHASSEE, FLORIDA

Corporation's principal address:

12989 Southern Boulevard
Suite 101
Loxahatchee, FL 33470

Corporation's registered agent:

Paul M. Sullivan, Jr.
1801 Australian Ave. South
Suite 101
West Palm Beach, FL 33409

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TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

One initial director shall constitute the initial board of directors. His name and address is:

Thomas J. Allred, M.D.
12989 Southern Boulevard
Suite 101
Loxahatchee, FL 33470

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Thomas J. Allred, M.D.
12989 Southern Boulevard
Suite 101
Loxahatchee, FL 33470

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal this _____ day of February, 1996.

Thomas J. Allred
THOMAS J. ALLRED, M.D.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared THOMAS J. ALLRED, M.D. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person personally known and that an oath was taken.

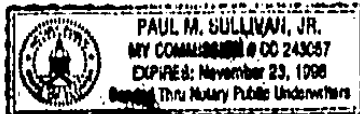
Witness my hand and official seal in the County and State last aforesaid this 15th day of February, 1996, A.D.

Paul M. Sullivan, Jr.
Notary Public, State of Florida

Paul M. Sullivan, Jr.
Notary Printed Signature

My Commission expires:

My Commission number is:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: ASSOCIATED PATHOLOGISTS OF PALM BEACH COUNTY, P.A.

2. The name and address of the registered agent and office is: Paul M. Sullivan, Jr., 1801 Australian Ave. South, Suite 101, West Palm Beach, FL 33409

Thomas J. Allred
THOMAS J. ALLRED, M.D.

Date

15 February 1996

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 PROVISION OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

Paul M. Sullivan, Jr.
Paul M. Sullivan, Jr. Registered Agent

2/15/96
Date

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96 FEB 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA