

P 96000085386
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October 11, 1996

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION
*** BOARD CERTIFIED IN WILLS, TRUSTS
AND ESTATES
**** BOARD CERTIFIED IN HEALTH LAW

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Comprehensive Pathology Associates of South Florida, P.A.

To Whom It May Concern:

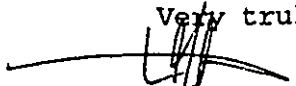
Enclosed are the Articles of Incorporation of the proposed corporation in the above caption. Please prepare a certified copy of said Articles of Incorporation, endorse your approval thereon, and return the copy to us.

Enclosed also is a check in the amount of \$122.50 to cover the following:

1. Filing Fee	\$ 35.00
2. Certified Copy	52.50
3. Registered Agent Fee	35.00
	<u>\$122.50</u>

We would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued immediately for the proposed corporation, PLEASE CALL ME.

Very truly yours,


L.M. Ploucha

LMP/jk
Enclosures

cc: Edwin Gould, M.D. (w/enc.)
Ronald Goerss, M.D. (w/enc.)
Donald T. Cohen, C.P.A. (w/enc.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 14 PM 3:25

96/10/14/96

EFFECTIVE DATE

10/11/96

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 14 PM 3:25

COMPREHENSIVE PATHOLOGY ASSOCIATES OF SOUTH FLORIDA, P.A.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

COMPREHENSIVE PATHOLOGY ASSOCIATES OF SOUTH FLORIDA, P.A.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

Baptist Hospital
Pathology Dept., 1st Floor
8900 North Kendall Drive
Miami, FL 33176-2197
Attn: Edwin Gould, M.D.

The address of the Corporation's principal office is:

Baptist Hospital
Pathology Dept., 1st Floor
8900 North Kendall Drive
Miami, FL 33176-2197
Attn: Edwin Gould, M.D.

ARTICLE III.

NATURE OF CORPORATE BUSINESS

This Corporation, through its Officers and Employees, shall be authorized to engage in every aspect and phase of the practice of medicine within the State of Florida; to engage in any activities which will facilitate and promote the practice of medicine through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional

Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of medicine. This Corporation shall not be authorized to engage in any business other than the practice of medicine.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.
c/o Atkinson, Diner, Stone & Mankuta, P.A.
1946 Tyler Street
Hollywood, FL 33022-2088

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
EDWIN GOULD	Baptist Hospital Pathology Dept., 1st Floor 8900 North Kendall Drive Miami, FL 33176-2197
RONALD GOERSS	South Miami Hospital Pathology Dept., 5th Floor 7400 S.W. 62nd Avenue South Miami, FL 33143

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
L.M. PLOUCHA	c/o Atkinson, Diner, Stone & Mankuta, P.A. 1946 Tyler Street Hollywood, Florida 33022-2088

ARTICLE IX.

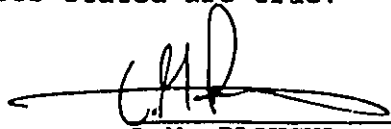
COMMENCEMENT DATE

Corporate existence will commence upon the date of execution of these Articles of Incorporation.

ARTICLE IX.
INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT

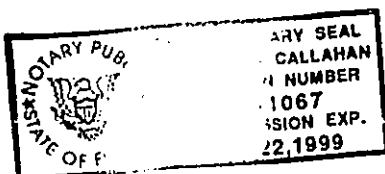
This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

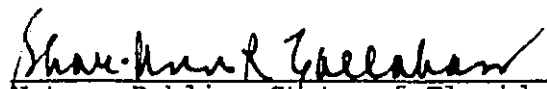
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


_____(SEAL)
L.M. PLOUCHA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

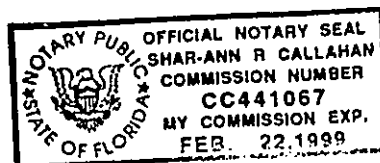
The foregoing instrument was acknowledged before me this
11th day of October, 1996, by L.M. PLOUCHA, who is
personally known to me ~~or has produced~~ _____
as identification.






Notary Public, State of Florida
at Large

-4-



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



L.M. PLOUCHA

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
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