P97000057376

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 447074 4329479

AUTHORIZATION : Patricia Pyeits

COST LIMIT : $ 122.50

ORDER DATE : June 30, 1997

ORDER TIME : 12:52 PM

ORDER NO. : 447074-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER SUNTRUST
CENTER SUITE 2300
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

700002226767--1

DOMESTIC FILING

NAME: CENTRAL FLORIDA PATHOLOGY ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: ________

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FILED
97 JUN 30 AM 8:34
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

CENTRAL FLORIDA PATHOLOGY ASSOCIATES, P.A.

ARTICLE I

Name and Duration

The name of the Corporation is CENTRAL FLORIDA PATHOLOGY ASSOCIATES, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 601 East Rollins Street, Orlando, Florida 32803.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is Department of Pathology, Florida Hospital, 601 East Rollins Street, in the City of Orlando, County of Orange. The name of the registered agent at such address is Elin Satory-de Hoyos, M.D.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of medicine specializing in pathology and other lawful act or activity allowed in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), $0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Elin Satory-de Hoyos, M.D.	Department of Pathology Florida Hospital 601 East Rollins Street Orlando, Florida 32803

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Rodney F. Holcomb, M.D.	601 East Rollins Street Orlando, Florida 32803
Elin Satory-de Hoyos, M.D.	601 East Rollins Street Orlando, Florida 32803
Bruce V. Anderson, M.D.	601 East Rollins Street Orlando, Florida 32803
Luis Guarda, M.D.	601 East Rollins Street Orlando, Florida 32803
Michael M. Radi, M.D.	601 East Rollins Street Orlando, Florida 32803
Peter Pernicone, M.D.	601 East Rollins Street Orlando, Florida 32803

ARTICLE VIII

Quorum

Two-thirds of the shares entitled to vote, represented in person or by proxy, shall be necessary to constitute a quorum for the transaction of business at a meeting of shareholders.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 26th day of June, 1997.

Elin Satory-de Hoyos, M.D.,
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 26th day of June, 1997, by Elin Satory-de Hoyos, M.D., on behalf of the corporation as its incorporator. She is personally known to me or has produced ______________ as identification.

(Notary Signature)

(NOTARY SEAL)

WILLIAM J. BUTSKO
MY COMMISSION # CC 403340
EXPIRES: September 2, 1998
Bonded Thru Notary Public Underwriters

WILLIAM J. BUTSKO
(Notary Name Printed)
NOTARY PUBLIC
Commission No. 403340

3743/25008/96001/ARTICLES.PA
06/23/97.pls

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That CENTRAL FLORIDA PATHOLOGY ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Elin Satory-de Hoyos, M.D., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.

Elin Satory-de Hoyos, M.D.

DATED: 6/26, 1997