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HENRY VOLPE, ESQUIRE
7700 North Kendall Drive, Suite 803
Miami, Florida 33156
(305) 274-2111

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 11:30

July 9, 1997

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

RE: Histopathology Associates, Inc.

To Whom it May Concern:

Enclosed please find original and one copy of Articles of Incorporation regarding the above, in addition to our firm check in the amount of \$122.50, which represents the filing fee of \$70.00 and your fee of \$52.50 for a certified copy of same. Please return the certified copy of the filed Articles and Charter in the self-addressed, stamped envelope provided.

Thank you for your assistance.

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Very truly yours,



Henry Volpe, Esquire

HV/dvb
Enclosures

RL
7-14-97

ARTICLES OF INCORPORATION

OF

HISTOPATHOLOGY ASSOCIATES, INC.

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I, the undersigned Incorporator of this corporation, under Florida Statute Sec. 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

HISTOPATHOLOGY ASSOCIATES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is five hundred dollars (\$500.00).

This Instrument Prepared By:
Henry Volpe, Esquire
7700 N. Kendall Drive
Suite 803
Miami, FL 33156
(305) 274-2111

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VII

OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than five, as voted upon by the shareholders of the corporation. The initial officers and directors are as follows:

Luis Villa, Jr., MD

President, Director

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of this interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE X

INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Luis Villa, Jr., MD, 3661 S. Miami Avenue, Suite 301, Miami, FL 33133.

ARTICLE XI

SUBSCRIBER

The name of the subscriber of these Article of Incorporation is:

Luis Villa, Jr., MD

3661 S. Miami Avenue, Suite 301
Miami, Florida 33133

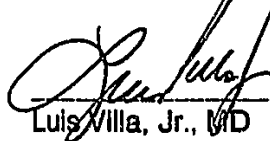
ARTICLE XII

INDEMNIFICATION

The Subscriber, along with the officers and directors of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, cost, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

DATED this 8th day of July, 1997.



Luis Villa, Jr., MD

[Seal]

STATE OF FLORIDA)

COUNTY OF DADE)

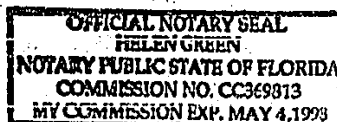
BEFORE ME, the undersigned, personally appeared Luis Villa, Jr., MD to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledges before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 8th day of July, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE OR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes, the following is submitted:

That Histopathology Associates, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3661 S. Miami Avenue, Suite 301, Miami, Florida 33133 hereby appoints Luis Villa, Jr., MD as its agent to accept service of process within Florida.


Luis Villa, Jr., MD

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature


Luis Villa, Jr., MD

Title: Registered Agent

Dated: 7-8-, 1997.

This Instrument Prepared By:

Henry Volpe, Esquire
7700 N. Kendall Drive
Suite 803
Miami, FL 33156
(305) 274-2111
Florida Bar No.: 302279

FILED
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97 JUL 11 AM 11:31