

P97000088416

LAW OFFICES
SCRUGGS & CARMICHAEL, P.A.

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA

FAX (352) 375-0690
TELEPHONE (352) 376-5242

MILLHOPPER OFFICE:
3426 N.W. 43RD STREET
SUITE B
GAINESVILLE, FLORIDA 32608
FAX (352) 378-9326
TELEPHONE (352) 376-5242

☐ REPLY
DOWNTOWN

☐ REPLY
MILLHOPPER OFFICE

JAMES G. LARCHE, JR.
JOHN F. ROSCOW III
STAN CUSHMAN*
FRANK P. SAIER
PHILIP A. DELANEY
MITZI COCKRELL AUSTIN†
JOHN G. STINSON
STEVEN M. CHAMBERLAIN, LL.M.
KEVIN DALY
RAYMOND M. IVEY
MARY DAY COKER‡
JEFFREY R. DOLLINGER
JEFFERSON M. BRASWELL

*CERTIFIED MARITAL & FAMILY LAW
†CERTIFIED FAMILY MEDIATOR
‡CERTIFIED CIVIL MEDIATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 9:47

SIGSBEE L. SCRUGGS
1898-1983
PARKS M. CARMICHAEL
1909-1994
WILLIAM D. PRIDGEON
1933-1980
MICHELLE VAUGHNS
1946-1982

RETIRED
RAY D. HELPLING
WILLIAM N. LONG

OF COUNSEL
WILLIAM C. ANDREWS

October 9, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

700002318937--S
-10/13/97-01101--006
****122.50 ****122.50

Re: Incorporation of Roca Diagnostic Laboratory, Inc.

Dear Sir/Maam:

In connection with the above referenced matter, please find enclosed herewith the Articles of Incorporation of Roca Diagnostic Laboratory, Inc., Resident Agent Certification along with our trust account check for \$122.50 to serve as filing fees, including a certified copy of the Articles being returned to us.

If you should have any questions or need anything further, please do not hesitate to contact me.

Sincerely,

Susan Ramsey
Susan Ramsey
Legal Assistant to Mr. Saier

6
SR
Enclosures

ARTICLES OF INCORPORATION
OF
ROCA DIAGNOSTIC LABORATORY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 9:47

The undersigned subscriber(s) to these Articles of Incorporation, being natural person(s) competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME The name of the corporation shall be ROCA DIAGNOSTIC LABORATORY, INC.

ARTICLE II

NATURE OF BUSINESS The general nature of the business to be transacted by this corporation is:

1. Own and operate a medical and/or laboratory facility.
2. To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, or transfers of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation engaged in same or other character of business.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bond securities, or other evidence of indebtedness created by this or any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all rights, powers, and privileges of

ARTICLE III

CAPITAL STOCK The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 7,000 shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE The corporation is to exist perpetually.

ARTICLE VI

ADDRESS The initial address of the principal offices of the corporation is 5416 NW 33rd Street, Gainesville, Florida 32653. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS The corporation shall have Five (5) Directors initially and shall be comprised of stockholders only. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders but shall never be less than one (1) or more than nine (9). The Directors shall be entitled to one vote for each share of common stock owned.

ARTICLE VIII

BOARD OF DIRECTORS The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are:

ARTICLE IX

SUBSCRIBER The name and address of the subscriber to these Articles of Incorporation is ELLEN V. CASILE, 5416 NW 33rd Street, Gainesville, Florida 32653.

corporation to accept service of process as resident agent of the corporation.

ARTICLE XI

PRE-EMPTIVE RIGHTS Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

ARTICLE XII

BY-LAWS The Stockholders shall be authorized to adopt By-Laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for Stockholders' indebtedness to the corporation; that such By-Laws are not to be inconsistent with the laws of the State of Florida; that the By-Laws can be amended by the Stockholders of this corporation; and a provision that, by a Stockholder's agreement or by By-Laws, the corporation may restrict the transfer or encumbrance of any and all the stock.

ARTICLE XIII

AMENDMENTS These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be proposed by the Stockholders and approved by a Stockholders' meeting by a majority entitled to vote thereon, unless Stockholders sign a written statement manifesting their intent that certain Amendments of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of October, 1997.



ELLEN V. CASILE, Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

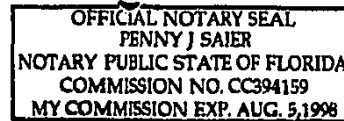
WITNESSED BY me, the undersigned authority, personally appeared ELLEN

voluntarily for the uses and purposes therein express.

WITNESS my hand and seal at Gainesville, Alachua County,
Florida, this 10th day of October, 1997.

Penny J. Sailer

Notary Public, State of Florida
My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 9:47

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ROCA DIAGNOSTIC LABORATORY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named ELLEN V. CASILE, 5416 NW 33rd Street, Gainesville, Florida 32653, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process 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 Act relative to keeping open said office.



ELLEN V. CASILE, Resident Agent