



# PO10000094587

ACCOUNT NO. : 072100000032

REFERENCE : 668811 7178260

AUTHORIZATION :

*Patricia Pzyts*

COST LIMIT : \$ 70.00

2001 SEP 27 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

ORDER DATE : September 27, 2001

ORDER TIME : 10:07 AM

ORDER NO. : 668811-005

CUSTOMER NO: 7178260

CUSTOMER: Angela Saporito, Legal Asst  
Atlantic Petroleum Corporation

2751 West Atlantic Boulevard  
Suite #4  
Pompano Beach, FL 33069

RECEIVED  
01 SEP 27 AM 11:29  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: COLLEGE PATHOLOGY LABS, INC.

EFFECTIVE DATE:

900004613659--5

XX ☐ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
XX ☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

*ga*  
*9/27/01*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**COLLEGE PATHOLOGY LABS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this Corporation shall be:

**COLLEGE PATHOLOGY LABS, INC.**

**ARTICLE II**  
**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

- A. The total authorized capital stock of this Corporation is **One Thousand (1000)** shares of Common Stock, no par value per share.
- B. 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 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 IV**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V**  
**ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is **1500 NW 49th Street, Ft. Lauderdale, FL 33309**. The mailing address of this corporation shall be **1500 NW 49th Street, Ft. Lauderdale, FL 33309**. The Board of Directors may from time to time move the principal office to another address in Florida.

**ARTICLE VI**  
**NUMBER OF DIRECTORS**

This Corporation shall have not less than two (2) Directors.

**ARTICLE VII**  
**FIRST BOARD OF DIRECTORS**

The names and street addresses of the initial members of the Board of Directors are:

**Name:** Zev Helfer  
**Address:** 1500 NW 49th Street  
Ft. Lauderdale, FL 33309  
**Title:** Chief Executive Officer

**Name:** Arthur Keiser  
**Address:** 1500 NW 49th Street  
Ft. Lauderdale, FL 33309  
**Title:** Secretary, Treasurer

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is **Zev Helfer, 1500 NW 49th Street, Ft. Lauderdale, FL 33309.**

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is **1500 NW 49th Street, Ft. Lauderdale, FL 33309** and the name of the initial registered agent of this Corporation at that address is **Zev Helfer**. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

**ARTICLE X**  
**POWERS**

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

**ARTICLE XI**  
**INDEMNIFICATION**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify it officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions,

including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## **ARTICLE XII** **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

## **ARTICLE XIII** **BY-LAWS**

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is

not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

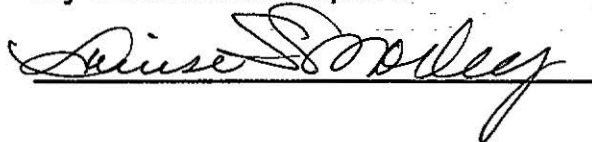
day of 25, 2001.

  
Zev Helfer

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF BROWARD       )

The foregoing instrument was acknowledged before me this 25 day of September 2001, by **Zev Helfer** as incorporator to these Articles, who is personally known to me or who has produced a **driver's license** as identification and who did take an oath.

My Commission Expires:



NOTARY PUBLIC, State of Florida

[SEAL]



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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

2001 SEP 27 PM 1:10

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA:

**COLLEGE PATHOLOGY LABS, INC.**, a corporation being organized under the laws of the State of Florida, designates as its registered office **1500 NW 49th Street, Ft. Lauderdale, FL 33309**, and has named **Zev Helfer**, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named registered agent and to accept service of process for **COLLEGE PATHOLOGY LABS, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity. I further agree to comply with the provisions 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. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: \_\_\_\_\_

**Zev Helfer**

**REGISTERED AGENT**