

State of New York }  
Department of State } ss.:

34874

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on* AUG 5 - 1981

*Basil G. Paterson*  
Secretary of State

G020-504 (12/78)

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
METPATH INC.

A771807

Under Section 805 of the Business Corporation Law

The undersigned, H.F. ENRIGHT, JR., and ROBERT S. GOLD, being respectively the President and the Secretary of METPATH INC., a corporation duly organized and validly existing under the laws of the State of New York, do hereby certify and set forth:

1. The name of the corporation is METPATH INC. ("Corporation"). The name under which the Corporation was formed is Metropolitan Pathology Laboratory Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on the 3rd day of October, 1967, and a Restated Certificate of Incorporation was filed by the Department of State of the State of New York on the 26th day of September, 1969.

3. The Certificate of Incorporation is hereby amended, pursuant to Section 801(b)(7) of the Business Corporation Law, to effect an increase in the aggregate number of shares which the Corporation shall have authority to issue from 8,500,000 shares, consisting of (i) 8,000,000 Common Shares, par value \$.10 per share, and (ii) 500,000 Preferred Shares, par value \$5.00 per share, to 16,500,000 shares, consisting of (i) 16,000,000 Common Shares, par value \$.10 per share, and (ii) 500,000 Preferred Shares, par value \$5.00 per share.

4. To effect the foregoing, Article FOURTH of the Certificate of Incorporation which sets forth the number of authorized shares is hereby amended to read as follows:

FOURTH:

A. General Authorization

The aggregate number of shares which the Corporation is authorized to issue is 16,500,000 shares, consisting of:

- (1) 16,000,000 Common Shares, par value \$.10 per share; and
- (2) 500,000 Preferred Shares, par value \$5.00 per share.

B. Preferred Shares

- (1) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Subparagraph B, to provide for the issuance of Preferred Shares in series, and by filing a certificate pursuant to the Business Corporation Law, to establish the number of shares to be included in each such series, and

to fix the designation, relative preferences and limitations of the shares of each such series. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

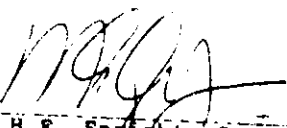
(g) Any other relative rights, preferences and limitations of the series.

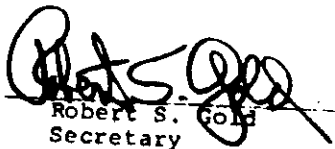
(2) Dividends on outstanding Preferred Shares shall be declared and paid, or set apart for payment, before any dividends shall be declared and paid, or set apart for payment, on the Common Shares with respect to the same dividend period.

(3) No holder of Preferred Shares shall be entitled to any preemptive rights.

5. This amendment to the Certificate of Incorporation of the Corporation was duly authorized by the affirmative vote of the holders of a majority of all outstanding shares of capital stock of the Corporation entitled to vote thereon at a meeting of the shareholders of the Corporation duly called and held for such purpose on the 27th day of May, 1981, a quorum being present.

IN WITNESS WHEREOF, the undersigned have executed this certificate and affixed the corporate seal on the 29th day of May, 1981, and the undersigned affirm the statements contained herein as true under penalties of perjury.

  
H.F. Enright, Jr.  
President

  
Robert S. Gold  
Secretary

[Corporate Seal]

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OF

CERTIFICATE OF INCORPORATION

OF

METPATH INC.

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10/1/81

Attest:

Secretary

LAS 682200

8,000,000  
500,000 P.D.

4/1/81

Robert S. Gold, VP, Gen. Secy & Secy  
Metpath Inc.  
1 Malcolm Avenue  
Teterboro, NJ 07608

STATE OF NEW YORK  
DEPARTMENT OF STATE

JUN 4 - 1981

ART OF CORP. \$ 462-  
FILING FEE \$ 400  
TAX \$ 400  
COPY \$ Corp  
SERIAL \$  
RECEIVED \$  
NOTED \$  
NOTED \$

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