



Department of State.

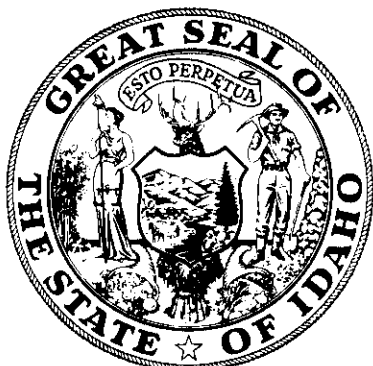
**CERTIFICATE OF AUTHORITY
OF**

METPATH INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **METPATH INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **METPATH INC.** to transact business in this State under the name **METPATH INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 15**, 19**80**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

Oct 15 8 48 AM '80
SECRETARY OF STATE

1. The name of the corporation is MetPath Inc.
2. *The name which it shall use in Idaho is MetPath Inc.
3. It is incorporated under the laws of New York
4. The date of its incorporation is October 3, 1967 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Marshall, Bratter, Greene, Allison & Tucker, 430 Park Avenue, NY, NY
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General business office, operation of a clinical laboratory, laboratory specimen collection office and any and all other lawful purposes.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Schedule A attached hereto		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
8,000,000	Common Stock	\$.10
500,000	Preferred Stock	\$5.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares 6/30/80	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,720,902	Common Stock	\$.10
-0-	Preferred Stock	\$5.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 13, 1980

MetPath Inc.

By

H.F. Enright, Jr.

Its

President

and

Robert S. Gold

Its

Secretary

STATE OF New Jersey)
COUNTY OF Bergen) ss:

I, Joanne Maher, a notary public, do hereby certify that on this 13th day of November, 1980, personally appeared before me H.F. Enright, Jr., who being by me first duly sworn, declared that he is the President of MetPath Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

JOANNE MAHER
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 23, 1982
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Schedule A

Name and Street Address of Each Director and Officer

<u>Name</u>	<u>Title</u>	<u>Address</u>
Paul A. Brown, M.D.	Chairman of the Board, CEO and Director	One Malcolm Avenue Teterboro, NJ 07608
I.W. Burnham II	Director	60 Broad Street New York, NY 10004
Gary J. Cohan	Senior Vice President- Management Services and Director	One Malcolm Avenue Teterboro, NJ 07608
H.F. Enright, Jr.	President and Director	One Malcolm Avenue Teterboro, NJ 07608
Fred N. Gerard	Director	430 Park Avenue New York, NY 10022
David J. McLachlan	Director	1380 Main Street Waltham, MA 02154
E. Martin Gibson	Director	Corning Glass Works Corning, NY 14830
Louis M. Brigando	Vice President- Personnel	One Malcolm Avenue Teterboro, NJ 07608
James F. Faichney	Vice President- Administration	One Malcolm Avenue Teterboro, NJ 07608
David S. Fine	Senior Vice President- Marketing	One Malcolm Avenue Teterboro, NJ 07608
Robert S. Gold	Vice President, General Counsel and Secretary	One Malcolm Avenue Teterboro, NJ 07608
Marvin Kaplan	Senior Vice President- Laboratory Operations	One Malcolm Avenue Teterboro, NJ 07608
Robert E. Karlson	Vice President-Marketing	One Malcolm Avenue Teterboro, NJ 07608

<u>Name</u>	<u>Title</u>	<u>Address</u>
Paul Ketchersid	Vice President-Systems Design and Analysis	One Malcolm Avenue Teterboro, NJ 07608
Paul A. Krieger, M.D.	Vice President-Anatomic Pathology	One Malcolm Avenue Teterboro, NJ 07608
John D. Lodmell, Ph.D.	Vice President-Teterboro Operations	One Malcolm Avenue Teterboro, NJ 07608
Kenneth J. Nies, CPA	Vice President, Controller and Treasurer	One Malcolm Avenue Teterboro, NJ 07608
Daniel Nigro	Vice President-Medical Data Processing	One Malcolm Avenue Teterboro, NJ 07608
Joseph E. O'Brien, M.D.	Senior Vice President- Laboratory Medicine	One Malcolm Avenue Teterboro, NJ 07608
Cheryl Onken	Vice President-Sales and Operations	3166 Des Plaines Avenue Des Plaines, IL 60018
Melvin M. Overman	Senior Vice President- Finance	One Malcolm Avenue Teterboro, NJ 07608
Stephen M. Reid	Senior Vice President- Advanced Systems Develop- ment	One Malcolm Avenue Teterboro, NJ 07608
David Revzin	Vice President-Financial and Administrative Data Processing	One Malcolm Avenue Teterboro, NJ 07608
Patricia Romano, M.D.	Vice President-Laboratory Director	One Malcolm Avenue Teterboro, NJ 07608
H.W. Guy Seay	Vice President-Financial Planning	One Malcolm Avenue Teterboro, NJ 07608
Stuart A. Seidman	Vice President-Sales and Operations	One Malcolm Avenue Teterboro, NJ 07608
F. Michael Walsh, M.D.	Vice President-Laboratory Director	One Malcolm Avenue Teterboro, NJ 07608

State of New York }
Department of State }

SS.:

53838

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

DEC 2 - 1980

Basil G. Paterson

Secretary of State

DEC 15 8 48 AM '80
SECRETARY OF STATE

641476

STATE OF NEW YORK:
COUNTY OF ALBANY : SS

Pursuant to the provisions of Section 402 of the Business Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of

METROPOLITAN PATHOLOGY LABORATORY INC.

as a business corporation under the provisions of said section.

This consent, however, shall in no way be construed as an approval by the Board of Regents, Commissioner of Education or Education Department of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the Board of Regents, Commissioner of Education, University of the State of New York or Education Department in its publications and advertising matter, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of Section 5001 of the Education Law.

IN WITNESS WHEREOF, I, James E. Allen, Jr.,
Commissioner of Education of the State
of New York, for and on behalf of the
State Education Department, do hereunto
set my hand and affix the seal of the
State Education Department, at the City
of Albany, this 26th day of September

1967.


Commissioner of Education

CERTIFICATE OF INCORPORATION
OF
METROPOLITAN PATHOLOGY LABORATORY INC.

Under Section 402 of the Business Corporation Law of the State of New York

The undersigned, being at least twenty-one years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the Corporation shall be METROPOLITAN PATHOLOGY LABORATORY INC. (hereinafter referred to as the "Corporation").

SECOND: The purposes for which the Corporation is formed are:

(a) To conduct research, testing and evaluation services for physicians, hospitals and others in tissue pathology, cytology and other areas of scientific investigations and analysis, and to maintain laboratory facilities in connection therewith.

(b) To maintain laboratory facilities for research, testing and evaluation services for manufacturers of drugs, foods, cosmetics, insecticides and other products.

(c) To manufacture or otherwise produce, purchase or otherwise acquire, sell, let or deal in all kinds of drugs, chemicals and medicines and deal in every kind of goods, wares and merchandise and every kind of personal property.


(d) To purchase or otherwise acquire, or obtain the use of and to hold, own, maintain, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of or turn to account lands and leaseholds and any interest, estates and rights in real property and any personal or mixed property, and any rights, licenses and privileges appurtenant to such property; to erect, construct, make, improve and operate or aid, contract for or subscribe toward the erection, construction, making, improvement and operation of any and all plants, factories, buildings, warehouses, agencies, depots, offices, houses, equipment and facilities of any and every nature whatsoever, whether upon or in connection with its property, upon or in connection with the property of others, or which may appertain to or appear necessary, useful, convenient or appropriate in connection with any of its business or the business of any corporation, association, co-partnership or individual in which the corporation shall be in any manner interested.

(e) In furtherance of its corporate purpose to acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, or any scrip, warrants, rights, bonds, debentures, notes, trust receipts,

or other securities, obligations, choses in action or evidences of indebtedness or interest, issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(f) To purchase, issue, own, hold, sell, draw, accept bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing, trade, acceptances, conditional sales contracts, and commercial papers and other instruments of every kind evidencing any and all rights and interests in and to any real estate, chattels, or choses in action, to endorse, sell, and to guarantee payment of the same, and as surety endorser, guarantor or otherwise to undertake, assume and guarantee liabilities, obligations, indebtedness and contracts with respect to which the corporation may have any interest, direct or indirect, and to exercise all the rights and privileges of owner or owner's thereof.

(g) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation or otherwise to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume (in connection therewith) any liabilities of any



such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

(h) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of New York.

(i) To do all and every thing necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

(j) To have, in furtherance of the corporate purposes herein set forth, all of the powers which a corporation now or hereafter organized under the Business Corporation Law and any and all acts amendatory thereof, supplemental thereto or substituted therefor, may possess, subject to any limitations thereof contained in this Certificate of Incorporation or by the laws of the State of New York; provided, however, that the Corporation shall not carry on any business or exercise any power in any state or territory or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

THIRD: The office of the Corporation shall be located in the City of New York, County of New York, State of New York.

-4-

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue shall be twenty thousand (20,000) shares of common stock, par value \$1.00 per share.

FIFTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The post office address to which the Secretary of State shall mail a copy of the process against the Corporation served upon him is c/o Marshall, Bratter, Greene, Allison & Tucker, 430 Park Avenue, New York, New York 10022.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate this 13th day of September, 1967.

Ezra G. Levin

Ezra G. Levin
430 Park Avenue
New York, New York

STATE OF NEW YORK
COUNTY OF NEW YORK

ss.:

On this 13th day of September, 1967, before me personally came Ezra G. Levin, to me known and known to me to be the person described in and who executed the foregoing Certificate, and he duly acknowledged to me that he executed the same.

Dorothy M. Parella
Notary Public

DOROTHY M. PARELLA
NOTARY PUBLIC, State of New York
No. 41-8273395 Queens County
Term Expires March 30, 1968

641478-8

CERTIFICATE OF INCORPORATION

OF

METROPOLITAN PATHOLOGY LABORATORY INC.

11/10/2

STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 3 1967

TAX 2

FILING FEE \$ 52

John P. Conway

SECRETARY OF STATE

63174

Marshall, Bratten, Krone, Allison & Jackson
430 Park Avenue

New York, NY 10022

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

53842

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 DEC 2 - 1980

Basil G. Paterson
Secretary of State

G020-504 (12/78)

DEC 15 8 48 AM '80

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
METROPOLITAN PATHOLOGY LABORATORY INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

800460

We, the undersigned, ALLEN C. KAPLAN and FRED N. GERARD, being respectively the President and the Assistant Secretary of METROPOLITAN PATHOLOGY LABORATORY INC., a corporation duly organized and validly existing under the laws of the State of New York, DO HEREBY CERTIFY:

1. The name of the corporation is METROPOLITAN PATHOLOGY LABORATORY INC. ("Corporation").

2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on the 26th day of August, 1968, 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. (a) The Certificate of Incorporation is hereby amended to eliminate any preferential or preemptive right of shareholders of the Corporation, pursuant to Section 805 of the Business Corporation Law.

(b) To effect the foregoing, Paragraph "FOURTH" of the Certificate of Incorporation is amended by

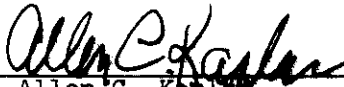
adding subdivision C to read as follows:

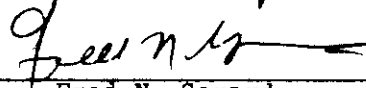
"C. General

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation."

4. The amendment was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders, pursuant to Section 803 of the Business Corporation Law.

IN WITNESS WHEREOF, the undersigned have hereunto signed this Certificate on the 16th day of November, 1969.

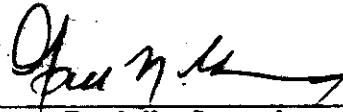

Allen C. Kaplan,
President



Fred N. Gerard,
Assistant Secretary


VERIFICATION

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

FRED N. GERARD, being duly sworn, deposes and says, that he is an Assistant Secretary of Metropolitan Pathology Laboratory Inc., the corporation named in the foregoing Restated Certificate of Incorporation, that he has read and signed the same; and that the statements contained therein are true.


Fred N. Gerard


Sworn to before me this
1st day of December, 1969.


Notary Public

DOROTHY M. FALLO
Notary Public, State of New York
No. 41-6227-10
Qualified in Queens County
Term Expires March 31, 1971

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10/1/69 NYC
NY

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
METROPOLITAN PATHECOPT LABORATORY INC.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 10 1969
TAX \$ None
FILING FEE \$ 30

John P. Long
Secretary of State
By MB

3 LNY

Marshall, Bratter, Greene,
Allison & Tucker
430 Park Avenue
New York, N.Y. 10022

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

53845

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 DEC 2 - 1980

Basil G. Paterson
Secretary of State

CERTIFICATE OF AMENDMENT

of

THE CERTIFICATE OF INCORPORATION

of

METROPOLITAN PATHOLOGY LABORATORY INC.

[Under Section 805 of the Business
Corporation Law]

WE, the undersigned, PAUL A. BROWN, M.D. and
H. W. GUY SEAY, being respectively the Chairman of the
Board and the Secretary of METROPOLITAN PATHOLOGY LABORATORY
INC., a corporation duly organized and validly existing under
the laws of the State of New York, do hereby certify:

1. The name of the corporation is METROPOLITAN
PATHOLOGY LABORATORY INC. (the "Corporation").
2. The Certificate of Incorporation of the Corpora-
tion was filed by the Department of State of the State of New
York on the 3rd day of October, 1967, and a Restated Certifi-
cate of Incorporation was filed by the Department of State
of the State of New York on the 26th day of September, 1969.
3. (a) The Certificate of Incorporation is hereby
amended to effect a change in the corporate name pursuant to
Section 805 of the Business Corporation Law.

(b) To effect the foregoing, Article FIRST of
the Certificate of Incorporation relating to the name of the


Corporation is amended-to read as follows:

"FIRST: The name of the Corporation is METPATH INC.
(hereinafter referred to as the "Corporation")."

4. The amendment was duly authorized by 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 shareholders duly called and held for such purpose on the 25th day of May, 1971.

IN WITNESS WHEREOF, we have signed this certificate and affixed the corporate seal on the 25th day of May, 1971, and we affirm the statements contained herein as true under penalties of perjury.

[Corporate Seal]


PAUL A. BROWN, M.D.
Chairman of the Board


H. W. GUY
Secretary

10/3/27

911220

24-1478

ny

CERTIFICATE OF AMENDMENT

of

THE CERTIFICATE OF INCORPORATION

of

METROPOLITAN PATHOLOGY LABORATORY INC.

[Under Section 805 of the Business
Corporation Law]

STATE OF NEW YORK
DEPARTMENT OF REVENUE
NEW YORK CITY
TAXES none
SEALING FEE 30

John P. Long

31 ny

MARSHALL, BRATTON, GREENE, ALLISON & TUCKER
450 PARK AVENUE, NEW YORK, N. Y. 10022

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

53848

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 DEC 2 - 1980

Basil G. Paterson
Secretary of State

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

Under Section 885 of the Business Corporation Law

The undersigned, PAUL A. BROWN, M.D. and H.W. GUY
SMAY, being respectively the Chairman of the Board and
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 881(b)(7) of the Business

A479426

Corporation Law, to effect an increase in the aggregate number of shares which the Corporation shall have authority to issue from 3,100,000 shares, consisting of (i) 3,000,000 Common Shares, par value \$.10 per share, and (ii) 100,000 Preferred Shares, par value \$5.00 per share, to 3,500,000 shares, consisting of (i) 3,000,000 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 3,500,000 shares, consisting of:

- (1) 3,000,000 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 the 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 that 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 5th day of April, 1978, a quorum being present.

IN WITNESS WHEREOF, the undersigned have executed this certificate and affixed the corporate seal on the 10th day of April, 1978, and the undersigned affirm the statements contained herein as true under penalties of perjury.


Paul A. Brown, M.D.
Chairman of the Board


H.W. Guy Seay
Secretary

[Corporate Seal]

A479426

CERTIFICATE OF AMENDMENT
OF THE

CERTIFICATE OF INCORPORATION
OF
NEEPATH INC.
UNDER SECTION 305 OF THE
BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE * * * * *

FILED APR 17 1978

Atty: Robert S. Gold, Assoc. Gen. Counsel.

TAX \$ 122.00

FILING FEE \$ 20.00
50 Commerce Way
Hackensack, N.J. 07606

Handwritten signature
by *Handwritten signature*

240648

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10 3,000,000 P V 104

10,000,000 P V 105

10/3/67

and 5/25/71

and 10/3/71

Handwritten notes:
and 10/3/71
and 10/3/71
and 10/3/71

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

53851

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 DEC 2 - 1980

Basil G. Paterson
Secretary of State

A568269

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

Under Section 805 of the Business Corporation Law

The undersigned, PAUL A. BROWN, M.D. and H. W. GUY SEAY, being respectively the Chairman of the Board 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 3,500,000 shares, consisting of (i) 3,000,000 Common Shares, par value \$.10 per share, and (ii) 500,000 Preferred Shares, par value \$5.00 per share, to 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.

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 8,500,000 shares, consisting of:

- (1) 8,000,000 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 the 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 4th day of April, 1979, a quorum being present.

IN WITNESS WHEREOF, the undersigned have executed this certificate and affixed the corporate seal on the 5th day of April, 1979, and the undersigned affirm the statements contained herein as true under penalties of perjury.


Paul A. Brown, M.D.
Chairman of the Board


H.W. Guy
Secretary

[Corporate Seal]

CT

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

OF

METPATH INC.

4568269

641475-8

amended 5/28/71

8126

cf. incorporation 3/28/71

12/3/67

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 16 1979

3,000,000.00 12k

AMT OF CHECK \$ 282-

FILING FEE \$ 32-

TAX \$ 252-

COPY \$ 7-

CERT \$

REFUND \$

BY: m

Ny

23-1077

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Robert S. Gold
Metpath Inc.
1 Malcolm Avenue
Teterboro, N.J. 07608