



RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651 (exp. 5/31/200)		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): PathSOURCE, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: Pathology Consultants of America, Inc. _____ Internal Address: _____ Street Address: 1845 Air Lane Drive, Suite 17a _____ City: Nashville _____ State: TN _____ Zip: 37210 _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Tennessee _____ <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designated is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: November 20, 2003 _____		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2378252 2418015 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: <input type="checkbox"/> Name: Wendy L. Robertson _____ Internal Address: Alston & Bird LLP _____ Street Address: 1201 W. Peachtree Street _____ City: Atlanta _____ State: GA _____ Zip: 30309-3424 _____	6. Total number of applications and registrations involved:2..... 7. Total fee (37 CFR 3.41)\$ 65.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____16-0605_____ (Attached duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. <input type="checkbox"/> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">  Name of Person Signing </div> <div style="text-align: center;">  Signature </div> <div style="text-align: center;"> 6/21/04 Date </div> </div>		
Total number of pages including cover sheet, attachments, and document:		

CH \$65.00 160605 2378252

Mail documents to be recorded with required cover sheet information to:
Commissioner to Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PATHSOURCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PATHOLOGY CONSULTANTS OF AMERICA, INC." UNDER THE NAME OF "PATHOLOGY CONSULTANTS OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2003, AT 2:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTIETH DAY OF NOVEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2743221

DATE: 11-12-03

TRADEMARK
REEL: 002875 FRAME: 0549

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:13 PM 11/12/2003
FILED 02:09 PM 11/12/2003
SRV 030725925 - 2854589 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
PATHSOURCE, INC.
(Subsidiary Corporation)
WITH AND INTO
PATHOLOGY CONSULTANTS OF AMERICA, INC.
(Parent Corporation)**

Pathology Consultants of America, Inc., a corporation organized and existing under the laws of the State of Tennessee ("Parent Corporation"),

Does hereby certify:

1. That Parent Corporation owns all of the outstanding shares of stock of PathSOURCE, Inc., a corporation organized and existing under the laws of the State of Delaware ("Subsidiary Corporation").
2. That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on November 5, 2003, determined to merge said Subsidiary Corporation into itself:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Parent Corporation authorizes the merger and approves and adopts the Agreement and Plan of Merger in substantially the form provided to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by the officers of Parent Corporation, in their sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon, be, and it is hereby authorized and approved in all respects, and the transactions contemplated thereby are hereby authorized, approved, and adopted in all respects;

FURTHER RESOLVED, that the officers of Parent Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of Parent Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

3. That the merger shall be effective on November 20, 2003.
4. That Parent Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Subsidiary Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 7289 Garden Road, Suite 200, Riviera Beach, Florida 33404 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Parent Corporation at the above address.

[Signature on following page]

IN WITNESS WHEREOF, Pathology Consultants of America, Inc. has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer this 5th day of November, 2003.

PATHOLOGY CONSULTANTS OF AMERICA, INC.

By: 

Name: Stephen A. Dillemath
Title: Assistant Secretary