

Form **PTO-1594** (Rev. 03/01) OMB No. 0651 (exp. 5/31/200)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab setting ⇌⇌⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Dempth, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Ameripath New York, Inc. _____
Internal Address: _____
Street Address: 7289 Garden Road, Suite 200 _____
City: Riviera Beach _____ State: FL _____ Zip: 33404 _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designated is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 19, 2003 _____

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1391137

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1391137

5. Name and address of party to whom correspondence concerning document should be mailed:

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:1.....

7. Total fee (37 CFR 3.41)\$ 40.00 _____
 Enclosed
 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.

Wendy Robertson Wendy Robertson 6/21/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: _____

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

CH \$40.00 160606 1391137

Delaware

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The First State

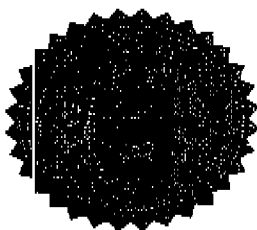
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DERMPATH, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AMERIPATH NEW YORK, INC." UNDER THE NAME OF "AMERIPATH NEW YORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE NINETEENTH DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.

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

2868762 8100M

AUTHENTICATION: 2828380

030811645

DATE: 12-20-03

REEL: 002875 FRAME: 0564

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:50 PM 12/16/2003
FILED 06:34 PM 12/16/2003
SRV 030811645 - 2868762 FILE

**CERTIFICATE OF MERGER
OF
DERMPATH, INC.
(a Delaware corporation)
WITH AND INTO
AMERIPATH NEW YORK, INC.
(a Delaware corporation)**

AmeriPath New York, Inc., a corporation organized and existing by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Dermpath, Inc.	Delaware
AmeriPath New York, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is AmeriPath New York, Inc.

FOURTH: That the Certificate of Incorporation of AmeriPath New York, Inc., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal office of the surviving corporation, the address of which is 7289 Garden Road, Suite 200, Riviera Beach, Florida 33404.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.


SEVENTH: The merger shall be effective at 11:59 p.m. on December 19, 2003.

[Signature on following page]

IN WITNESS WHEREOF, AmeriPath New York, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 10th day of December, 2003.

AMERIPATH NEW YORK, INC.

By: _____


Stephen A. Dillemath
Assistant Secretary