

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/10/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pathology Consultants of America, Inc.		11/18/2003	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	AmeriPath, Inc.		
Street Address:	7111 Fairway Drive		
Internal Address:	Suite 400		
City:	Palm Beach Gardens		
State/Country:	FLORIDA		
Postal Code:	33418		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2418015	PATHSOURCE	
Registration Number:	2378252	THE INSTITUTE FOR DERMATOPATHOLOGY	
CORRESPONDENCE DATA			
Fax Number:	(212)841-5725		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-841-0632		
Email:	pamela.hanson@ropesgray.com		
Correspondent Name:	Pamela Hanson, Esq.		
Address Line 1:	45 Rockefeller Plaza		
Address Line 2:	Ropes & Gray LLP		
Address Line 4:	New York, NEW YORK 10111		
ATTORNEY DOCKET NUMBER:	8286-664		

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TRADEMARK
REEL: 003234 FRAME: 0719

NAME OF SUBMITTER:	Pamela Hanson, Esq.
Signature:	/p hanson/
Date:	01/26/2006
Total Attachments: 3 source=PCA#page1.tif source=PCA#page2.tif source=PCA#page3.tif	

Delaware

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The First State

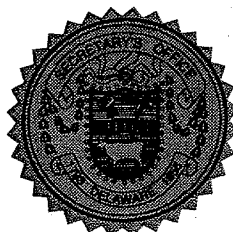
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PATHOLOGY CONSULTANTS OF AMERICA, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "AMERIPATH, INC." UNDER THE NAME OF "AMERIPATH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2003, AT 10:39 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TENTH 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

2585511 8100M

AUTHENTICATION: 2777000

030765066

DATE: 12-01-03
TRADEMARK

REEL: 003234 FRAME: 0721

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

AmeriPath, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent Corporation"),

Does hereby certify:

1. That Parent Corporation owns all of the outstanding shares of stock of Pathology Consultants of America, Inc., a corporation organized and existing under the laws of the State of Tennessee ("Subsidiary Corporation").
2. That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on November 18, 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 of Subsidiary Corporation with and into Parent Corporation 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 at 11:59 p.m. on December 10, 2003.

IN WITNESS WHEREOF, AmeriPath, Inc. has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer this 18th day of November, 2003.

AMERIPATH, INC.

By: 

Stephen A. Dilleuth
Vice President