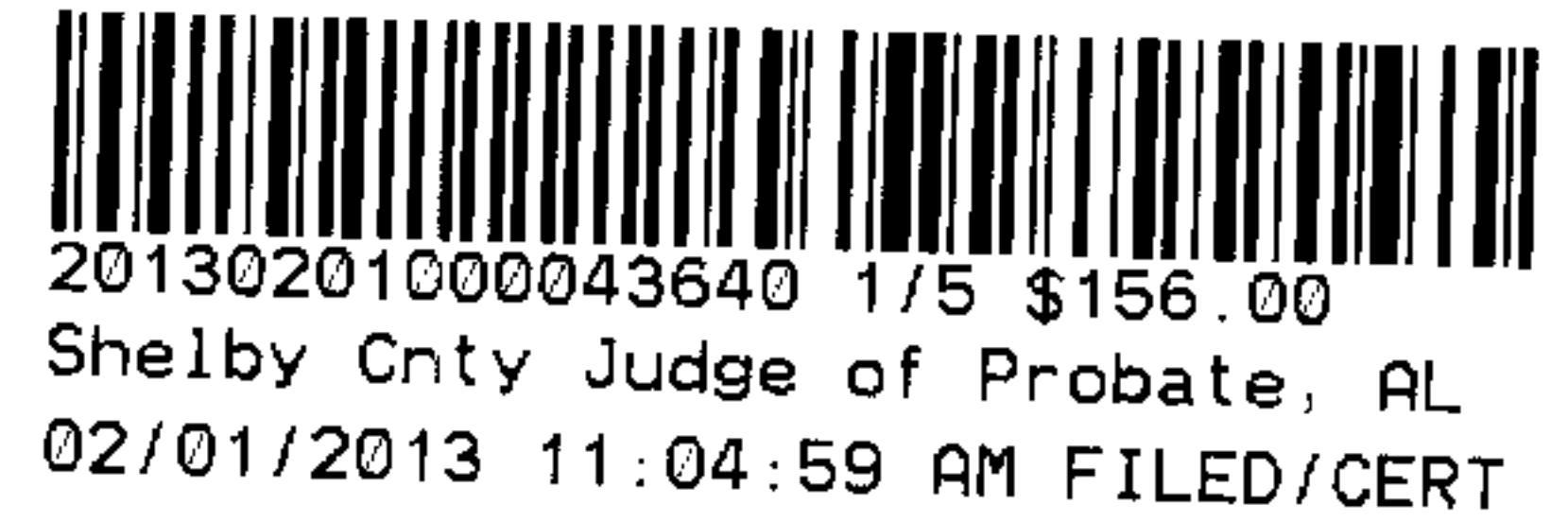


STATE OF ALABAMA)

SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
GENOPATH, LLC**



The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Law, Code of Alabama (1975), Title 10A, Chapters 1 to the extent applicable and Chapter 5, as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **GenoPATH, LLC** (the "Limited Liability Company"):

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is **GenoPATH, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The Limited Liability Company shall continue in existence until dissolved in accordance with the provisions of the Limited Liability Company's Operating Agreement, or, if there is no provision in an Operating Agreement of the Limited Liability Company governing dissolution of the Limited Liability Company, then in accordance with the provisions of the Alabama Limited Liability Company Law.

**ARTICLE THREE
PURPOSE**

The business of the company shall be, to the extent permitted by law, (1) to engage in the provision of medical testing and related services; and (2) to have and exercise all powers set forth in Code of Alabama (1975), Sections 10A-1-2.11, 2.12, and 2.13, as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 300 Cahaba Park South, Suite 100, Birmingham, Alabama and the name of the initial registered agent of the Limited Liability Company at such address is Jason A. Stuckey.

**ARTICLE FIVE
ORGANIZER**

The name and address of the organizer is as follows:

NAME

ADDRESS

Jason A. Stuckey, Esq.

300 Cahaba Park South, Suite 300
Birmingham, AL 35242

**ARTICLE SIX
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Limited Liability Company are:

NAME

ADDRESS

GenoPATH International, LLC

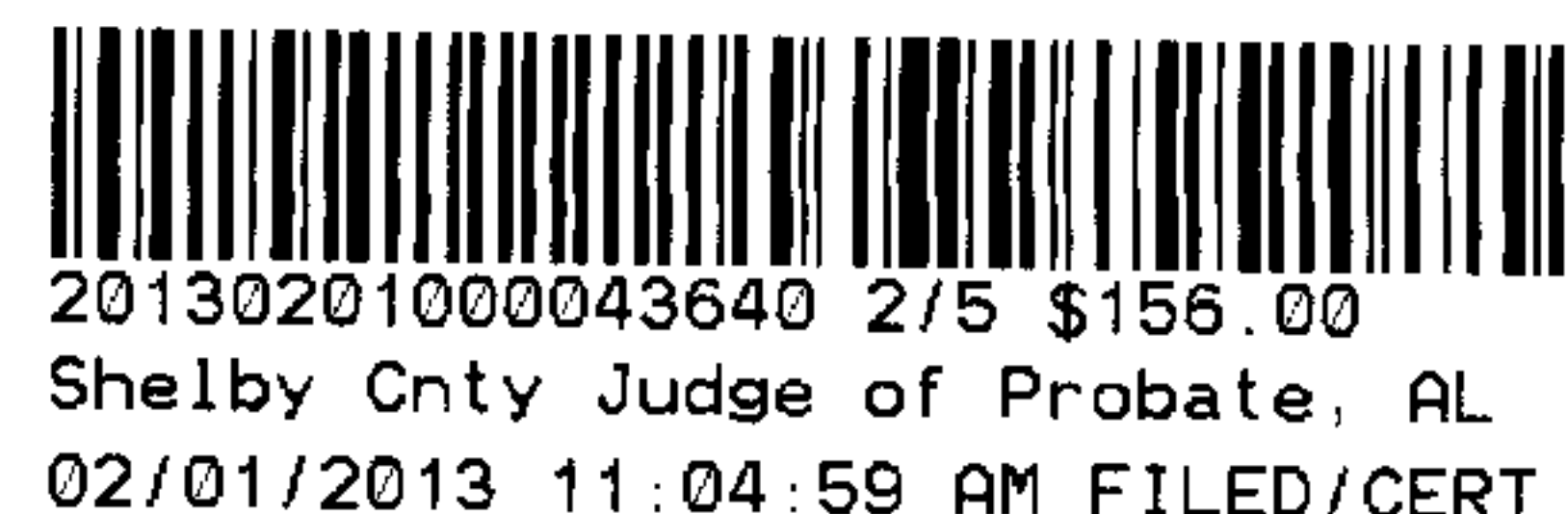
**2610 Stony Branch Road
Birmingham, AL 35243**

GenoPATH Medical, LLC

**209 Longwood Dr. S.W.
Huntsville, AL 35801**

**ARTICLE SEVEN
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the Limited Liability Company's Operating Agreement, if any. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and



conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE EIGHT CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the Limited Liability Company Operating Agreement, if any, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:


(a) the holders of all of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or

(b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE NINE MANAGEMENT

The management of the Company is vested in its managers. The name of the initial manager of the Company is as follows: **GenoPATH Management Services, Inc..** The address of the initial manager is 300 Cahaba Park Circle, Suite 100 Birmingham, AL 35242. The initial manager shall serve until its successors are elected and shall qualify. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Law restricting or enlarging the management rights and duties of any person or group or class of persons, the manager shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.


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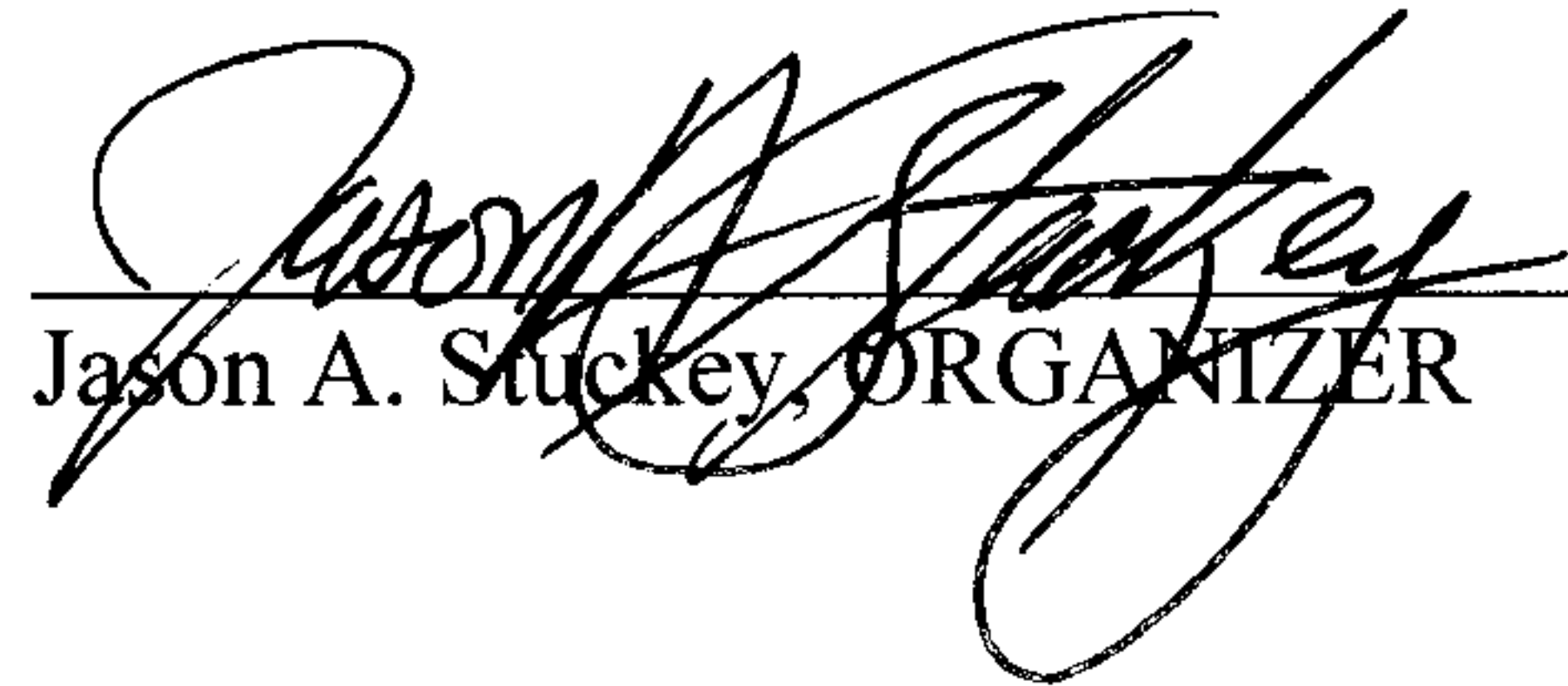
**ARTICLE TEN
UNITS OF OWNERSHIP**

The Company's Units of Ownership shall be divided into Class A Units and Class B Units. Owners of Class A Units shall have voting rights. Class B Units shall convey no voting rights to the owners. Otherwise, except as expressly may be provided in the Operating Agreement, Class A Units and Class B Units shall be equal in all respects. The Company is authorized to issue 5,000 shares of Class A Units and 5,000 Shares of Class B Units.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES OF ORGANIZATION**


These Articles of Organization may be amended only by the unanimous vote or written consent of all of the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, all as of the 31st day of January, 2013, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



Jason A. Stuckey, ORGANIZER

This Instrument Prepared By:
Jason A. Stuckey, Esq.
MOSES & MOSES, P.C.
300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242
205-967-0901 telephone
205-967-0942 fax


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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616


STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

GenoPATH, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Jason Stuckey, 300 Cahaba Park Cir Ste 100,
Birmingham, AL 35242 for a period of one hundred twenty days beginning
January 29, 2013 and expiring May 30, 2013.


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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

January 29, 2013

Date



Beth Chapman

Secretary of State