



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 125631		2. Name of Corporation DIANON SYSTEMS, INC.		
3. Street Address Principal Business Office 231 Maple Avenue		City Burlington	State NC	Zip 27215
4. Business Phone No. 336-436-4207		5. State of Incorporation DELAWARE		6. SIC Code 9456
7. Brief Description of the Character of Business Conducted in Rhode Island LABORATORY TESTING				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Bradford T. Smith		Vice President Name Wesley R. Elingburg		
Street Address 430 S. Spring St		Street Address 231 Maple Avenue		
City Burlington	State NC	Zip 27215	City Burlington	State NC
Secretary Name Bradford T. Smith		Treasurer Name Wesley R. Elingburg		
Street Address 430 South Spring St.		Street Address 231 Maple Avenue		
City Burlington	State NC	Zip 27215	City Burlington	State NC
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Bradford T. Smith		Director Name Wesley R. Elingburg		
Street Address		Street Address		
City	State	Zip	City	State
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
ISSUED SHARES				
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
25,000,000		\$.01 PAR VALUE	NONE	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



125631

File Date 1/10/05
Check No. 0668004566
By: W.
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Wesley R. Elingburg 1/10/05
Signature of Officer Date
Wesley R. Elingburg
Print or Type Name of Officer
EVP - Treasurer
Title of Officer

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 RESTATED CERTIFICATE OF "DIANON SYSTEMS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2003, AT 3:46 O'CLOCK P.M.



2037196 8100

040138006

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2952905

DATE: 02-25-04

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
DIANON SYSTEMS, INC.,
a Delaware Corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is DIANON Systems, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 8, 1984 and was previously amended and restated on June 12, 1991 and amended on October 4, 2002.

SECOND: Pursuant to Sections 228, 242 and 245 of the DGCL, this Amended and Restated Certificate of Incorporation has been proposed by the directors and duly adopted by the written consent of the sole stockholder of this Corporation and restates and integrates and further amends the provisions of the Restated Certificate of Incorporation of this Corporation.

THIRD: The text of the Restated Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the Corporation is DIANON SYSTEMS, INC.

SECOND: The address of the Corporation's registered office is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, and the name of its registered agent thereat is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend, and repeal the By-Laws of the Corporation.

SIXTH: Voting at any meeting of the stockholders of the Corporation need not be written ballot unless the By-Laws of the Corporation so provide.

SEVENTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the By-Laws of the Corporation. Unless and except to the extent that the By-Laws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot. Except as otherwise provided in this Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the Board of Directors.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Corporation shall indemnify to the fullest extent permitted by the laws of the State of Delaware as from time to time in effect any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not an action by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by

reason of any action alleged to have been taken or omitted in such capacity. The right to indemnification conferred by this Article EIGHTH shall also include the right of such persons to be paid in advance by the Corporation for their expenses to the full extent permitted by the laws of the State of Delaware as from time to time in effect. The right to indemnification conferred on such persons by this Article EIGHTH shall be a contract right.

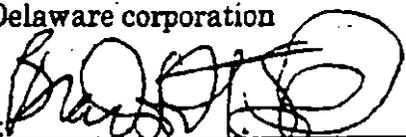
Unless otherwise determined by the Board of Directors of the Corporation, the Corporation shall indemnify to the fullest extent permitted by the laws of the State of Delaware as from time to time in effect any person who was or is a party or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not an action by or in the right of the Corporation), by reason of the fact that he is or was an employee (other than an officer) or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity.

The rights and authority conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Amended and Restated Certificate of Incorporation or the By-Laws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

Neither the amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of the Amended and Restated Certificate of Incorporation or By-Laws or of any statute inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, DIANON Systems, Inc., a Delaware corporation, has caused this Amended and Restated Certificate of Incorporation to be signed by Bradford T. Smith, its President and Secretary, an authorized officer of the corporation, on this 17th day of January, 2003.

DIANON Systems, Inc.
a Delaware corporation

By: 

Bradford T. Smith
Executive Vice President and
Secretary



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3. Street Address Principal Business Office 231 Maple Avenue			City Burlington	State NC	Zip 27215
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7. Brief Description of the Character of Business Conducted in Rhode Island LABORATORY TESTING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
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Street Address 430 S. Spring Street			Street Address 231 Maple Avenue		
City Burlington	State NC	Zip 27215	City Burlington	State NC	Zip 27215
Secretary Name Bradford T. Smith			Treasurer Name Wesley R. Eligburg		
Street Address 430 S. Spring Street			Street Address 231 Maple Avenue		
City Burlington	State NC	Zip 27215	City Burlington	State NC	Zip 27215
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Director Name Bradford T. Smith			Director Name Wesley R. Eligburg		
Street Address 430 S. Spring Street			Street Address 231 Maple Avenue		
City Burlington	State NC	Zip 27215	City Burlington	State NC	Zip 27215
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES					
Number of Shares 25,000,000 \$01 PAR VALUE			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES		
Class/Series \$01 PAR VALUE			Number of Shares 12,693,878		
Par Value \$01			Class/Series Common		
			Par Value .01		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 5 6 3 1 *

File Date **RECEIVED**

Check No. **JAN 26 2004**

By: **BY** *[Signature]*

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/20/04
Signature of Officer Date

Wesley R. Eligburg
Print or Type Name of Officer

Elig-Treasurer
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

FORM MUST BE TYPED OR PRINTED IN BLACK

1. Corporate ID No. **125631**
2. Name of Corporation **DIANON SYSTEMS, INC.**
3. Street Address Principal Business Office
200 WATSON BLVD
4. Business Phone No. **203-281-4000**
5. State of Incorporation **DELAWARE**
7. Brief Description of the Character of Business Conducted in Rhode Island
SALES SOLICITATION

City **STRATFORD** State **CT** Zip **06615**
6. SIC Code **9456**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **KEVIN JOHNSON**
Street Address **200 WATSON BLVD**
City **STRATFORD** State **CT** Zip **06615**
Secretary Name **DAVID R. SCHREIBER**
Street Address **200 WATSON BLVD**
City **STRATFORD** State **CT** Zip **06615**

Vice President Name **CHRISTOPHER J. RAUSCH**
Street Address **200 WATSON BLVD**
City **STRATFORD** State **CT** Zip **06615**
Treasurer Name **DAVID R. SCHREIBER**
Street Address **SAME**
City _____ State _____ Zip _____

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **JOHN P. DAVIS**
Street Address **12 WINTHROP HILL RD**
City **WESTON** State **CT** Zip **06883**
Director Name **JEFFREY SKLAR, MD, PHD**
Street Address **75 FRANCIS ST**
City **BOSTON** State **MA** Zip **02115**

Director Name **E TIMOTHY GEARY**
Street Address **4851 S. KENWOOD, STE 200**
City **CHICAGO** State **IL** Zip **60615**
Director Name **BRUCE K. CROWTHER**
Street Address **800 W. CENTRAL RD**
City **ARLINGTON** State **IL** Zip **60005-2392**
HEIGHTS

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
25,000,000 \$01 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
12,093,878 COMMON .01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 5 6 3 1 *

File Date: 3/3/03
Check No.: 668000172
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date 2.25.03
Signature of Officer

CHRISTOPHER J. RAUSCH
Print or Type Name of Officer
VICE PRESIDENT OF FINANCE / CORP CONTROLLER
Title of Officer

<u>Corporate Officers:</u>	<u>Social Security #/ Date Taking Office:</u>	<u>Term Expires:</u>
<p>Chairman, President and Chief Executive Officer Kevin C. Johnson Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 12 Keeler's Ridge Road Wilton, CT 06897</p>	<p>President – May 1996 Director – May 1996 Chairman – August 2001</p>	<p>January 2003 (as a Director)</p>
<p>Chief Financial Officer, Senior Vice President, Finance, Secretary & Director David R. Schreiber Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 15 Trotters Lane Monroe, CT 06468</p>	<p>Sr. V.P. – November 1996 Secretary – November 1996 Director – October 1999</p>	<p>January 2003 (as a Director)</p>
<p>Chief Information Officer, Senior Vice President, Information Systems Steven T. Clayton Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 144 Laurelwood Lane Southbury, CT 06488</p>	<p>Vice President – Dec. 1996</p>	<p>N/A</p>
<p>Senior Vice President, Sales, Marketing and Business Development Martin J. Stefanelli Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 25 Easton Heights Lane Easton, CT 06612</p>	<p>Sr. V.P. – May 1997</p>	<p>N/A</p>

<u>Corporate Officers:</u>	<u>Social Security #/ Date Taking Office:</u>	<u>Term Expires:</u>
<p>Vice President, Finance and Corporate Controller Christopher J. Rausch Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 34 Oak Ridge Lane Milford, CT 06460</p>	Vice President-Oct. 2000	N/A
<p>Vice President, Genetics Services Steven L. Gersen, Ph.D. Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 43 Glen Hollow Drive Monroe, CT 06468</p>	Vice President – Jan. 2000	N/A
<p>Senior Vice President, Operations Valerie B. Palmieri Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 63 Indian Ledge Road Monroe, CT 06468</p>	V.P. – Nov. 1998 Sr. V.P. – June 2001	N/A
<p>Senior Vice President, General Counsel and Chief Compliance Officer Thomas L. Kossel, Esquire Business: DIANON Systems, Inc. 200 Watson Blvd. Stratford, CT 06615</p> <p>Home: 472 Laurel Lane Kinnelon, NJ 07405</p>	Sr. V.P. – Jan. 2002	N/A

Vice President, Marketing

Charles Homan

Business:

DIANON Systems, Inc.

200 Watson Blvd.

Stratford, CT 06615

Home:

3 Donnic Lane

Oxford, CT 06478

Assistant Secretary

Merrilee B. Tooker

Business:

DIANON Systems, Inc.

200 Watson Blvd.

Stratford, CT 06615

Home:

443 Lynx Run

Huntington, CT 06484

V.P. – July 2002

Assistant Secretary –
July 1996

N/A

N/A



JD# 125231

Laboratory Corporation of America™ Holdings
231 Maple Avenue
Burlington, North Carolina 27215
Telephone: 336-436-4207
Fax: 336-436-1066

February 7, 2007

Office of Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615

Dear Sir:

Dianon Systems, Inc.

FEIN: 06-1128081

This written statement is to be applied with our annual report. I have also enclosed a \$10.00 fee. Dianon Systems, Inc. has decreased its number of shares from 25,000,000 to 100.

If you need any additional information, please contact me at 336-436-4207.

Sincerely,

William B. Hayes
Treasurer

Enclosure

FILED

FEB 15 2007

By AMP
11-16891

2007 FEB 15 11:11:04

SECRET & CONFIDENTIAL
REC'D