

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Laboratory Corporation of America Holdings
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on _____, authorizing it to transact business in Rhode Island under the name of:
Laboratory Corporation of America Holdings
4. The corporate name of the corporation has been changed to no change

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

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STATE OF RHODE ISLAND
CORPORATIONS DIVISION

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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "No Change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
52,000,000	Common		\$ 0.10
30,000,000	Preferred		\$ 0.10

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 204,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 907,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 146,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.02 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 5-21-01

Laboratory Corporation of America Holdings
Print Exact Name of Corporation Making Application

By W. J. R. [Signature]
☐ President or ☒ Vice President (check one)
By [Signature]
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF NC
COUNTY OF ALAMANCE

In BRADFORD T. SMITH, on this 21 day of MAY, 2001, personally appeared before me BRADFORD T. SMITH who, being by me first duly sworn, declared that he/she is the SECRETARY of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Ann Raycraft
Notary Public
My Commission Expires: 4-19-04

**CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF INCORPORATION
OF
LABORATORY CORPORATION OF AMERICA HOLDINGS**

Laboratory Corporation of America Holdings (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the directors of the Corporation, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, as previously amended, and such amendment was declared to be advisable, and such amendment was submitted to the stockholders of the Corporation for consideration at their annual meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED: Effective as of the close of business on the date of filing this Certificate of Amendment to the Certificate of Incorporation pursuant to the Delaware General Corporate Law (the "Effective Time"), each TEN shares of common stock, \$.01 par value ("Old Common Stock"), of the Corporation issued and outstanding, shall be combined into ONE validly issued, fully paid and nonassessable share of common stock, \$0.10 par value ("New Common Stock"), of the Corporation. Upon such Effective Time, each holder of Old Common Stock shall thereupon automatically be and become the holder of ONE share of New Common Stock for every TEN shares of Old Common Stock then held by such holder. Upon such Effective Time, each certificate formerly representing a stated number of shares of Common Stock shall thereupon be deemed for all corporate purposes to evidence ownership of New Common Stock in the appropriately reduced whole number of shares. As soon as practicable after such Effective Time, stockholders as of the date of the reclassification will be notified thereof and, upon their delivery of their certificates of Old Common Stock to the Corporation, will be sent stock certificates representing their shares of New Common Stock, rounded down to the nearest whole number, together with cash representing the fair value of such holder's fractional shares of Old Common Stock. No scrip or fractional share certificates for New Common Stock will be issued in connection with this reverse stock split.

RESOLVED: That it is advisable that Article FOURTH of the Corporation's Certificate of Incorporation, as amended, be amended to read in its entirety as follows:

FOURTH. The total number of shares of stock which the Corporation has authority to issue is eighty-two million (82,000,000) shares of which fifty-two million (52,000,000) will be shares of Common Stock, each having a par value of \$0.10, and thirty million (30,000,000) will be shares of Preferred Stock, each having a par value of \$0.10.

SECOND: That thereafter, pursuant to resolution of the Board of Directors, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with

Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by the General Corporation Law of the State of Delaware voted in favor of the amendment.

THIRD: That such amendment of the Certificate of Incorporation, as amended, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

FIFTH: That the effective date of this amendment shall be May 3, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Bradford T. Smith, its Secretary, this 2nd Day of May, 2000.

LABORATORY CORPORATION OF AMERICA HOLDINGS

By: /s/ Bradford T. Smith
Bradford T. Smith
Secretary

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Office of the Secretary of State PAGE 1

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 AMENDMENT OF "LABORATORY CORPORATION OF AMERICA HOLDINGS", FILED IN THIS OFFICE ON THE THIRD DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1243255

DATE: 07-16-01