

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under the Securities Act of 1933

NEOGENOMICS, INC.
(f/k/a American Communications Enterprises, Inc.)
(Exact Name of Registrant as Specified in its Charter)

Nevada **74-2897368**
(State or Other Jurisdiction (I.R.S. Employer
of Incorporation or Organization) Identification No.)

1726 Medical Boulevard, Suite 201
Naples, Florida 34108
(Address of Principal Executive Offices, including Zip Code)

Employment and Consulting Agreements
(Full title of the plans)

Michael T. Dent, M.D.
1726 Medical Boulevard, Suite 201
Naples, Florida 34108
(941) 923-1949
(Name, Address, and Telephone Number,
including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share	24,449,200 Shares	\$.01 (1)	\$244,492	\$22.49

- (1) Pursuant to Rule 457(h), the maximum offering price per share and the maximum aggregate offering price (estimated solely for the purpose of calculating the registration fee is based upon the average of the bid and asked price of the Registrant's Common Stock as of July 19, 2002 (i.e., 24,449,200 shares valued at \$.01 per share).

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 is included in documents to be given to the recipient of the securities registered hereby in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3: Incorporation of Certain Documents by Reference

NeoGenomics, Inc. (the "Company") hereby incorporates by reference in this Registration Statement the following documents previously filed by the Company with the Securities and Exchange Commission (the "Commission"):

- (1) The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2001 (filed May 21, 2002).
- (2) The Company's Quarterly Report on Form 10-QSB for the three-month period ended March 31, 2002 (filed May 23, 2002).
- (3) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Company's annual report referenced in (1) above.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 4: Description of Securities

The Company is authorized to issue 500,000,000 shares of common stock, no par value per share.

The holders of common stock are entitled to one vote per share for the election of directors and with respect to all other matters submitted to a vote of stockholders. Shares of common stock do not have cumulative voting rights, which means that the holders of more than 50% of such shares voting for the election of directors can elect all of the directors if they choose to do so. The Company's common stock does not have preemptive rights, meaning that the common shareholders' ownership interest in the Company would be diluted if additional shares of common stock are subsequently issued, and the existing shareholders are not granted the right to maintain their ownership interest in the Company. Upon any liquidation, dissolution or winding-up, the Company's assets, after the payment of debts and liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding, will be distributed pro-rata to the holders of the common stock. The holders of the common stock do not have preemptive or conversion rights to subscribe for any other securities and have no right to require the Company to redeem or purchase their shares. The holders of Common Stock are entitled to share equally in dividends, if, as and when declared by the Board of Directors, out of funds legally available therefore, subject to the priorities given to any class of preferred stock which may be issued.

To date, the Company has not paid any cash dividends. The payment of dividends, if any, on the common stock in the future is within the sole discretion of the Board of Directors and will depend upon earnings, capital

requirements, financial condition, and other relevant factors. The Board of Directors does not intend to declare any dividends on the common stock in the foreseeable future, but instead intends to retain all earnings, if any, for use in business operations.

Item 5: Interests of Named Experts and Counsel

Not applicable.

Item 6: Indemnification of Directors and Officers

The Company's Articles of Incorporation eliminate liability of its directors and officers for breaches of fiduciary duties as directors and officers, except to the extent otherwise required by the Nevada Revised Statutes and where the breach involves intentional misconduct, fraud, or a knowing violation of the law.

Section 78.7502 of the Nevada Revised Statutes contains provisions for indemnification of officers and directors of the Company and, in certain cases, employees and other persons. Each such person will be indemnified in any proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Company, and, with respect to any criminal action or proceeding, had no cause to

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believe his conduct was unlawful. Indemnification would cover expenses, including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement.

Item 7: Exemption from Registration Claimed

Not applicable.

Item 8: Exhibits

- 5.1 Opinion re of Shutts & Bowen LLP
- 23.1 Consent of Kingerly, Crouse & Hohl, P.A.
- 23.2 Consent of Shutts & Bowen LLP (included in Exhibit 5.1 hereto)

Item 9. Undertakings

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the

Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naples, State of Florida, on the 12th day of July, 2002.

NEOGENOMICS, INC.

By: /s/ Michael T. Dent, M.D.
Michael T. Dent, M.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael T. Dent, M.D.</u> Michael T. Dent, M.D.	Director, President and Chief Executive Officer	July 12, 2002

<u>/s/ Carl L. Smith</u> Carl L. Smith	Director	July 12, 2002
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<u>/s/ Kevin J. Lindheim</u> Kevin J. Lindheim	Director	July 12, 2002
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<u>/s/ Matthew A. Veal</u> Matthew A. Veal	Chief Financial and Accounting Officer	July 12, 2002
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EXHIBIT 5.1

SHUTTS & BOWEN LLP
201 SOUTH BISCAYNE BLVD.
1500 MIAMI CENTER
MIAMI, FLORIDA 33131

July 18, 2002

NeoGenomics, Inc.
1726 Medical Boulevard, Suite 201
Naples, Florida 34108

Re: Registration Statement of Form S-8

Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about July 18, 2002 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 24,449,200 shares of your common stock, par value \$.01 per share (the "Shares"), pursuant to certain employment agreements and consulting agreements with certain of your employees and consultants (the "Agreements").

In connection with the Registration Statement, we have examined, considered and relied upon copies of the following documents (collectively, the "Documents"): (i) the Company's articles of incorporation and bylaws; (ii) resolutions of the Company's Board of Directors authorizing the offering and the issuance of the Shares; (iii) the Registration Statement and schedules and exhibits thereto; and (iv) such other documents and instruments that we have deemed necessary for the expression of the opinions herein contained. In making the foregoing examinations, we have assumed without investigation, the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, and the veracity of the Documents. As to various questions of fact material to the opinion expressed below, we have relied, to the extent we deemed reasonably appropriate, upon the representations or certificates of officers and/or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently verifying the accuracy of such certificates, documents, records or instruments.

Based upon the foregoing examination, and subject to the qualifications set forth below, we are of the opinion that the Shares to be issued by the Company have been duly and validly authorized, and when issued in the manner

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contemplated by the Agreements, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name wherever it may appear in the Registration Statement.

Sincerely,
/s/ Shutts & Bowen LLP
SHUTTS & BOWEN LLP

EXHIBIT 23.1

ACCOUNTANTS' CONSENT

Board of Directors
NeoGenomics, Inc.
Naples, Florida

We consent to the incorporation by reference of our report dated May 20, 2002 relating to the consolidated balance sheet of NeoGenomics, Inc. and subsidiary (collectively, the "Company") as of December 31, 2001 and the related consolidated statements of operations, stockholders' deficit and cash flows for the period from June 1, 2001 (date of incorporation) to December 31, 2001 in this Registration Statement on Form S-8, dated July 12, 2002.

/s/Kingery, Crouse & Hohl, P.A.
Kingery, Crouse & Hohl, P.A.
Tampa, Florida
July 17, 2002