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1/15/2019

Division of Corporations

Florida Department of State  
Division of Corporations  
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
VETFOLIO, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

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**FIRST AMENDMENT TO  
 CERTIFICATE OF LIMITED PARTNERSHIP  
 OF  
 VETFOLIO, L.P.  
 a Florida Limited Partnership**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005 (Chapter 620, Part 1, Florida Statutes), the Certificate of Limited Partnership of VETFOLIO, L.P., a Florida limited partnership (the "**Partnership**"), dated effective as of January 10, 2019 (the "**Original Certificate of LP**"), is hereby amended and modified under the laws of the State of Florida as follows:

1. **Modification.** The current and sole general partner of the Partnership, EASTERN STATES VETERINARY ASSOCIATION, INC., a Florida not-for-profit corporation (the "**Withdrawing General Partner**"), hereby withdraws as a general partner of the Partnership.
2. **Modification.** The following two (2) persons are hereby selected and admitted to jointly serve as the two (2) general partners of the Partnership: (i) NAVC VETFOLIO MANAGEMENT, INC., a Florida corporation; and (ii) LIFELEARN VETFOLIO GP HOLDINGS INC., a Delaware corporation.
3. **Modification.** Article V (Management – General Partners) of the Original Certificate of LP is hereby amended and modified by deleting such Article V in its entirety, and then replacing it with the following new Article V:

**ARTICLE V  
 MANAGEMENT – GENERAL PARTNERS**

The name and address of each general partner of the Partnership authorized to manage and control the Partnership, until a successor is (or successors are) appointed, is listed as follows:

Title	Name and Address
General Partner	NAVC VetFolio Management, Inc. 322 E. Washington Street, Suite 300 Orlando, Florida 32801 <b>219-2789</b>
General Partner	LifeLearn VetFolio GP Holdings Inc. 367 Woodlawn Rd. W., Unit 9 Guelph, ON <b>F19-320</b> Canada N1H 7K9

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4. **Ratification.** Except as specifically amended and modified herein, the Original Certificate of LP shall remain unchanged and in full force and effect, and the Original Certificate of LP is hereby ratified and confirmed. In the event of any conflict between the terms of the Original Certificate of LP and the terms of this First Amendment to Certificate of Limited Partnership of VetFolio, L.P., the terms and provisions of this First Amendment shall govern and control.

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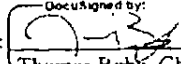
((H19000016746 3)))

5. Authority: This First Amendment to Certificate of Limited Partnership of VetFolio, L.P. was unanimously adopted by the general partners of the Partnership as of even date hereof as evidenced by that certain Written Action of the General Partners of the Partnership.

IN WITNESS WHEREOF, the undersigned general partners of the Partnership have duly executed this First Amendment to Certificate of Limited Partnership of VetFolio, L.P. to be effective as of 12:00 a.m. on this Friday, January 11, 2019.

**Withdrawing General Partner:**

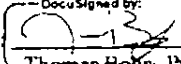
EASTERN STATES VETERINARY ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
its withdrawing general partner

DocuSigned by:  
By:  \_\_\_\_\_  
Thomas Bohm, Chief Executive Officer

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**General Partner:**

NAVCO VETFOLIO MANAGEMENT, INC.,  
a Florida corporation,  
its general partner

DocuSigned by:  
By:  \_\_\_\_\_  
Thomas Bohm, President

**General Partner:**

LIFELearn VETFOLIO GP HOLDINGS INC.,  
a Delaware corporation,  
its general partner

By: \_\_\_\_\_  
Randy Valpy, President

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5. Authority: This First Amendment to Certificate of Limited Partnership of VetFolio, L.P. was unanimously adopted by the general partners of the Partnership as of even date hereof as evidenced by that certain Written Action of the General Partners of the Partnership.

IN WITNESS WHEREOF, the undersigned general partners of the Partnership have duly executed this First Amendment to Certificate of Limited Partnership of VetFolio, L.P. to be effective as of 12:00 a.m. on this Friday, January 11, 2019.

**Withdrawing General Partner:**

EASTERN STATES VETERINARY ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
its withdrawing general partner

By: \_\_\_\_\_  
Thomas Bohn, Chief Executive Officer

**General Partner:**

NAVCO VETFOLIO MANAGEMENT, INC.,  
a Florida corporation,  
its general partner

By: \_\_\_\_\_  
Thomas Bohn, President

**General Partner:**

LIFELearn VETFOLIO GP HOLDINGS INC.,  
a Delaware corporation,  
its general partner

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By: Randy Valoy  
Randy Valoy, President

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-ADAM S. SEEL, FLORENCE

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January 16, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VETFOLIO, L.P.  
322 E. WASHINGTON STREET STE 300  
ORLANDO, FL 32801US

SUBJECT: VETFOLIO, L.P.  
REF: A19000000030

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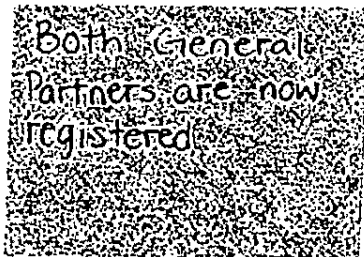
Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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Agnes Lunt  
Regulatory Specialist III

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