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DAVID C. GILMORE
ATTORNEY AT LAW

7620 MASSACHUSETTS AVENUE, NEW PORT RICHEY, FLORIDA 34653
TELEPHONE (727) 849-2296 TELECOPIER (727) 841-7146

January 21, 2002

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Secretary of State, State of Florida
Corporation Division
P. O. Box 6327
Tallahassee, FL 32314

RE: DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L.

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Organization for the above limited liability company, and our check in the amount of \$285.00 to cover the fee for filing same.

Please file the Articles of Organization and return a copy to this office.

Thank you for your prompt attention.

Very truly yours,

David C. Gilmore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

① mailing address

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1 pages



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

DAVID C. GILMORE
7620 MASSACHUSETTS AVENUE
NEW PORT RICHEY, FL 34653

SUBJECT: DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L.
Ref. Number: W02000002154

We have received your document for DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

You have an overpayment because the fee to file the Articles of Organization is now \$125.00. Please complete the attached refund application and when this is filed I can begin the process for the refund.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 502A00004426

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L.

The undersigned, for the purpose of forming a professional limited liability company under the Professional Service Corporation and Limited Liability Company Act, F. S. Chapter 621, hereby make, acknowledge, and file the following Articles of Organization, providing for the formation, liabilities, rights, privileges and immunities of a limited liability company.

ARTICLE I NAME PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L. ("Company"), its principal office shall be located at 8950 State Road 52, Hudson, Pasco County, Florida 34667, and the mailing address shall be 8950 State Road 52, Hudson, Pasco County, Florida 34667..

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business and the objects and purposes by said limited liability company are:

A. To engage in every phase and aspect of rendering to the public the same professional services doctors of veterinary medicine duly licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through its officers, participating doctors and agents who are duly licensed to practice veterinary medicine in the State of Florida. In addition to engage in any activities or business permitted under the laws of the United States of America.

B. To invest the funds of the company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

C. To purchase or otherwise acquire, and to own, develop, sell, mortgage, or otherwise dispose of, or deal in real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States, or in any part of the world.

D. To conduct its business and to have one or more offices and to acquire, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the States or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

E. To conduct and carry on any business which may be capable of being profitable in connection with the company's business, or to carry on any business that

is adapted directly or indirectly to add to the value of the company's property and the profits of its authorized business.

F. To buy, or otherwise acquire, any business adapted to be carried on in connection with the company's business, or the promotion of business, together with the goodwill, rights, property and assets of all kinds hereto pertaining.

G. To contract freely with any person, entity, partnership or company, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease, or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the company's purpose of business.

H. To borrow money from any person, firm or company, to make and issue notes, bills, bonds, debentures and other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

I. To do any and all things in these Articles of Organization set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

J. That the powers and objects specified in these Articles of Organization, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of

this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the company.

K. To have and to exercise any and all such other powers convenient, incident to, or necessary in the proper conduct of its business and such as are granted to limited liability companies in the State of Florida, either by terms of these Articles or by law, in express terms of or by implication and to amend these Articles in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

ARTICLE III DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Jack L. Musgrave, 8950 State Road 52, Hudson, Florida 34667.

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TALLAHASSEE, FLORIDA

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ARTICLE V
CAPITAL CONTRIBUTIONS

Each of the members of the company shall contribute \$500.00 to the capital of the company in cash or property.

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the

company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX
MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the manager of the company is:

Jack L. Musgrave, 8950 S.R. 52, Hudson, Florida 34667

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at New Port Richey, Florida, this 21 day of January, 2002.

02 JAN 31 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jack L. Musgrave
JACK L. MUSGRAVE

STATE OF FLORIDA
COUNTY OF PASCO

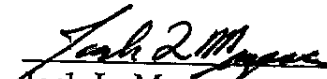
Subscribed and sworn to before me this 21 day of January, 2002, by JACK L. MUSGRAVE, who is personally known to me or who produced NA as identification and who did take an oath.

David C Gilmore
Notary Public -- State of Florida
Commission expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of DR. MUSGRAVE'S ACUPET VETERINARY SERVICES, P.L., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Jack L. Musgrave
Registered Agent

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