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From:
Account Name : WHITE & CASE
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Phone : (305)371-2700
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bay Animal Health Care, LLC

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**ARTICLES OF ORGANIZATION
OF
BAY ANIMAL HEALTH CARE, LLC**

Pursuant to section 608.407, Florida Statutes, the undersigned hereby files these Articles of Organization as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is BAY ANIMAL HEALTH CARE, LLC.

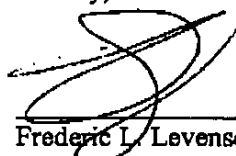
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Frederic L. Levenson, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is perpetual.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set her hand and seal this 25th day of May, 2006.



Frederic L. Levenson
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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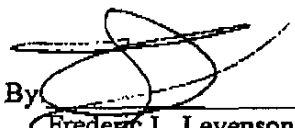
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

Bay Animal Health Care, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named Frederic L. Levenson, located at said address as its initial Registered Agent.

By: 
Frederic L. Levenson
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Frederic L. Levenson
Registered Agent

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TALLAHASSEE, FLORIDA

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