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Dr. Sergio Carvajal
5320 East Bay Drive
Clearwater, Florida 33764
(727) 535-5433
(727) 560-1211

April 21, 1999

Division of Corporations
POB 6327
Tallahassee, Florida 32314
Attn: New Filings

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-04/22/99--01009--004
****285.00 ****285.00

RE: Filing Documents for PetVetCare. Com, LLC

Dear Sir/Madam:

Please find in duplicate, duly executed:

1. Articles of Organization for PetVetCare.Com, LLC
2. Affidavit of Membership and Contributions for PetVetCare.Com, LLC
3. Designation of Registered Agent for PetVetCare.Com, LLC.
4. Check in the amount of \$285 made payable to the Florida Department of State for applicable filing fees.

Please return all documents to the above address. If you have any questions, please contact me at the above number.

Sincerely yours,

Betsy Lewis

Dr. Sergio Carvajal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-27-99

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RE: Filing Documents for PetVetCare. Com, LLC

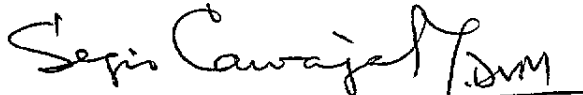
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

PetVetCare.Com, LLC.

We the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

ARTICLE I - NAME

The name of the Limited Liability Company is PetVetCare.Com, LLC.

ARTICLE II-PURPOSE

A. Purposes. The company is organized for any legal and lawful purpose for which a limited liability company may exercise pursuant to Chapter 608, FLA STAT., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, FLA STAT., as the same may be amended from time to time.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 5320 East Bay Drive, Clearwater, Florida 33764.

ARTICLE IV - EFFECTIVE DATE

The effective date of the LLC shall be upon the filing of these Articles by the State.

ARTICLE V- DURATION

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law or by regulations adopted by the members of the limited liability company.

ARTICLE VI - MANAGING MEMBERS

The management of the LLC, unless provided in the articles of organization or the regulations, shall be vested in the members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The members shall have the power and authority to act on behalf of the company as provided in Chapter 608, FLA STAT, as the same may be amended from time to time, and as further provided in the regulations of the Company. The names and addresses of the individuals who will be the initial managing members are:

Dr. Sergio Carvajal 5320 East Bay Drive, Clearwater, FL 33764
Leonor Carvajal 5320 East Bay Drive, Clearwater, FL 33764

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. There will be the right to admit additional members for cash contributions or for services rendered to be agreed upon by all of the members owing 100% of the interest in the Company (prior to such admission) and upon such terms and conditions as the existing members (prior to admission) may unanimously agree at the time of admission.

ARTICLE VIII- MEMBERS RIGHTS TO CONTINUE BUSINESS

There will be the right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a member, all contracts executed by such member in an individual or representative capacity shall survive and shall inure to the benefit of the limited liability company.

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**ARTICLE IX
ASSIGNMENT OF MEMBER'S INTEREST**

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous prior written consent of the members. If prior written consent is given by all the existing members for a member to assign or transfer his interest, upon an assignment of a member's interest, such assignment will not dissolve the LLC or permit the assignee to become a member of the LLC or exercise any rights of a member. However, the assignee is entitled to receive his allocable share of profit, loss, or distributions to the extent that the assignor would be entitled to such allocations. The assignee can be admitted as a new member only if all other existing members of the LLC consent to his/her admission.

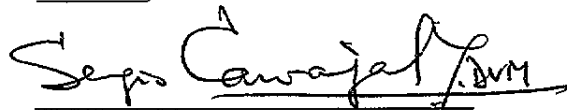
ARTICLE X - REGULATIONS

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the operation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE X1 - ACKNOWLEDGMENT

We, the undersigned being all the members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of PetVetCare.Com, LLC. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 19 day of APRIL, 1999.



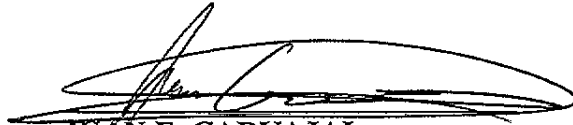
DR. SERGIO CARVAJAL



LEONOR CARVAJAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUAN E. CARVAJAL



CRUZ CARVAJAL

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TALLAHASSEE, FLORIDA

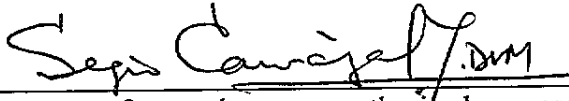
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

FOR

PETVETCARE.COM, LLC.

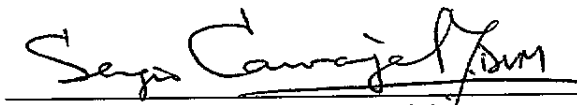
The undersigned member or authorized representative of a member of PetVetCare.Com , LLC certifies:

1. the limited liability company has at least one member;
2. the total amount of cash contributed to date by members is \$5,000.
3. No other property other than cash was contributed by member.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$10,000 or amounts as required.



Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Dr. Sergio Carvajal

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TALLAHASSEE, FLORIDA

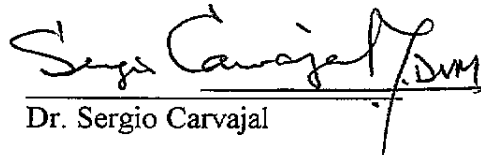
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is PetVetCare.Com, LLC.
2. The name and the Florida Street address of the registered agent is: ..

Dr. Sergio Carvajal
5320 East Bay Drive
Clearwater, Florida 33764

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dr. Sergio Carvajal

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