

M19082



ACCOUNT NO. : 072100000032  
REFERENCE : 273405 81636A  
AUTHORIZATION :  
COST LIMIT *Patricia's Project*

ORDER DATE : February 26, 1997  
ORDER TIME : 9:0 AM  
ORDER NO. : 273405-005  
CUSTOMER NO: 81636A  
CUSTOMER: John E. Aurelius, Esq  
James Bielejeski & Aurelius  
Suite 101  
4367 N. Federal Highway  
Ft. Lauderdale, FL 33308

500002098425--3

DOMESTIC AMENDMENT FILING

NAME: SHADEWOOD ANIMAL CLINIC, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett  
EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 FEB 26 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
& Restated  
Art.* *DL*  
*3/4/97*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1997

CSC - DANIEL W. LEGGETT

TALLAHASSEE, FL

SUBJECT: SHADOWOOD ANIMAL CLINIC INC.  
Ref. Number: M19082

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for SHADOWOOD ANIMAL CLINIC INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The ~~current name~~ of the entity is as referenced above. Please correct your document accordingly.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, ~~you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.~~

The word ~~"initial" or "first"~~ should be removed from the article regarding ~~directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.~~

The ~~incorporator(s) cannot be amended or changed.~~ Please correct your document accordingly.

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 897A00010113

AMENDED AND RE-STATED  
ARTICLES OF INCORPORATION  
OF  
SHADOWOOD ANIMAL CLINIC INC.

97 FEB 26 PM 1:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person acting as hereby Incorporator for the purposes of forming a Corporation for profit under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be:  
SHADOWOOD ANIMAL CLINIC INC.

ARTICLE II

ADDRESS

The mailing address of this corporation shall be: 9531 Clint Moore Road, Boca Raton, Florida 33496.

ARTICLE III

PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage and render veterinarian services through its officers, agents and employees who may be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service.

B. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

C. To engage in other lawful business.

D. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

A. The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock, at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

#### ARTICLE V

##### DURATION

This corporation shall have a perpetual existence.

#### ARTICLE VI

##### REGISTERED AGENT AND REGISTERED OFFICE

The address of this Corporation's registered office is 9531 Clint Moore Road, Boca Raton, Florida 33496 and the name of its Registered Agent at said address is LESLIE BUTZER.

#### ARTICLE VII

##### INCORPORATORS

The name and street address of the Incorporator was:

BRIAN BUTZER  
9807 West Glades Road  
Boca Raton, Florida 33434

ARTICLE VIII

BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time-to-time by a resolution of the majority of the Stockholders, but shall never be less than one. The names and street addresses of the Board of Directors is as follows:

LESLIE BUTZER  
9531 Clint Moore Road  
Boca Raton, Florida 33496

ARTICLE IX

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI  
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

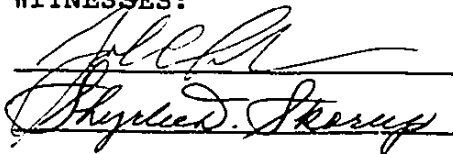
ARTICLE XII  
BY-LAW AMENDMENT

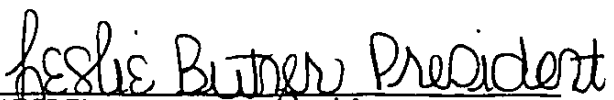
The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and Stockholders.

IN WITNESS WHEREOF, the undersigned President has hereunto executed these Amended and Re-Styled Articles of Incorporation at FORT LAUDERDALE, BROWARD County, Florida this 12 day of Nov., 1996.

WITNESSES:

SHADOWOOD ANIMAL CLINIC INC.

  
\_\_\_\_\_  
*Phyllis D. Skerup*

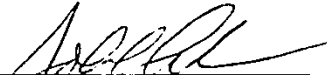
By:   
\_\_\_\_\_  
LESLIE BUTZER, President

STATE OF FLORIDA  
COUNTY OF BROWARD

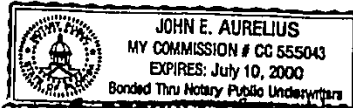
BEFORE ME, the undersigned authority, this day personally appeared LESLIE BUTZER, to me well known to be the individual described in or who has produced \_\_\_\_\_ as identification and who has taken an oath and who executed the foregoing Articles of Incorporation of SHADOWOOD ANIMAL CLINIC INC., and who acknowledged before me that she signed and executed

the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at FORT LAUDERDALE, BROWARD County, Florida, this 12 day of November, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA  
Name Printed: JOHN E. AURELIUS  
My commission expires:

ACCEPTANCE



Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept said designation as Registered Agent, and agree to comply with all the provisions relative to keeping open said office.

  
LESLIE BUTZER  
REGISTERED AGENT

JOINT RESOLUTION OF STOCKHOLDERS AND BOARD OF DIRECTORS

WHEREAS, the Board of Directors has advised that the Articles of Incorporation be amended, changed and attested to be re-stated as a Chapter 607 corporation with additional amendments as set forth in the Amended and Re-Styled Articles of Incorporation as attached hereto; and

WHEREAS, all of the Stockholders of SHADOWOOD ANIMAL CLINIC, INC. have approved the proposed Amended and Re-Styled Articles of Incorporation;

NOW, THEREFORE, it is resolved that the Amended and Re-Styled Articles of Incorporation, as attached hereto, are adopted and shall be filed with the State of Florida, Department of State, Division of Corporations.

I, BRIAN BUTZER, do hereby certify that I am the duly elected and qualified Secretary and keeper of the records and Corporate Seal of SHADOWOOD ANIMAL CLINIC. INC., a Florida corporation, and the foregoing is a true and correct copy of a Resolution adopted at a meeting of the Board of Directors and Stockholders held on the 12 day of November, 1996, and such resolution is now in full force and effect.

I affix my name as Secretary and the Corporate Seal this 12 day of November, 1996.

  
\_\_\_\_\_  
BRIAN BUTZER  
Secretary



MINUTES OF JOINT MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS

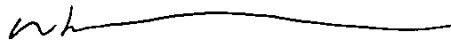
WHEREAS, on November 12, 1996, a joint meeting of the Board of Directors and Stockholders of SHADOWOOD ANIMAL CLINIC, INC. was dully called; and

WHEREAS, all members of the Board of Directors and all stockholders were in attendance and did unanimously agree to amend and re-state the Articles of Incorporation; and

WHEREAS, the following resolution was duly adopted:

NOW, THEREFORE, it is resolved that the Amended and Re-Stated Articles of Incorporation, as attached hereto, are adopted and shall be filed with the State of Florida, Department of State, Division of Corporations.

There being no further business to conduct, the meeting was adjourned.



DR. BRIAN BUTZER



LESLIE BUTZER