

797000018663



ACCOUNT NO. : 072100000032

REFERENCE : 275245 4329904

AUTHORIZATION :

COST LIMIT

Patricia Boyd

ORDER DATE : February 27, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 275245-005

200002099982--5

CUSTOMER NO: 4329904

CUSTOMER: Jodi Laurence, Esq
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

97 FEB 27 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB 27 AM 10:39
DIVISION OF CORPORATION

RECEIVED

DOMESTIC FILING

NAME: VET PARTNERS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

W97-4696

K.R. FEB 27 1997

K.R. FEB 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: VET PARTNERS, INC.
Ref. Number: W97000004696

RESUBMIT
Please give original
submission date as file date

We have received your document for VET PARTNERS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00010363

RECEIVED
FEB 27 PM 4:10
DIVISION OF CORPORATIONS

ATTN: Daniel/CSC

2/27/97 CORPORATE DETAIL RECORD SCREEN 3:39 PM
NUM: R97000000291 ACTIVE/NAME RESERV FLD: 01/21/1997
NAME : VET PARTNERS, INC.
FILED BY : SUNSTATE RESEARCH ASSOCIATES, INC.
ADDRESS : PO BOX 11271
TALLAHASSEE, FL 32312
RESERVED FOR: WAKKIN
EXPIRE AT USUAL TIME: Y

TO: Secretary of State
Division of Corporations

From: Tom Larson
Sunstate Research Associates

RE: Name Reservation # R97000000291

NOTE: THIS RESERVED NAME WILL BE AVAILABLE TO ANY PARTY OTHER THAN THE ORIGINAL FILING PARTY ON 05/21/1997
1. MENU. 7. LIST. 8. NEXT. 9. PREV

ENTER SELECTION AND CR:

Sunstate Research Associates, Inc.
hereby releases the above referenced
name reservation to CSC, Inc. for
use for their client Broad & Cassel, PA.

Tom Larson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

SUNSTATE RESEARCH ASSOCIATES, INC.
PO BOX 11271
TALLAHASSEE, FL 32312

The name **VET PARTNERS, INC.** has been reserved for 120 days beginning January 21, 1997. The reservation number is R9700000291 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-8000, the Name Availability Section.

Judy Eure

Letter number: 397A00002982

FILED
97 FEB 27 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VET PARTNERS, INC.

I, the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Vet Partners, Inc., 7900 Glades Road, Suite 610, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi B. Laurence.

ARTICLE VI

The Corporation shall have six (6) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Mike Solnik, M.D.	7900 Glades Road, Suite 610 Boca Raton, Florida 33434
Andrew M. Richman, M.D.	7900 Glades Road, Suite 610 Boca Raton, Florida 33434
Marc A. Schlosser, M.D.	3601 Carlton Place Boca Raton, Florida 33496
Stuart Rubinstein, M.D.	2619 N.W. 48th Street Boca Raton, Florida 33434
Frederic R. Reitman, M.D.	21277 Greenwood Court Boca Raton, Florida 33433
Paul H. Jaffe, D.V.M.	21066 Country Creek Boca Raton, Florida 33428

ARTICLE VII

The name and address of the incorporator is: Jodi B. Laurence, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

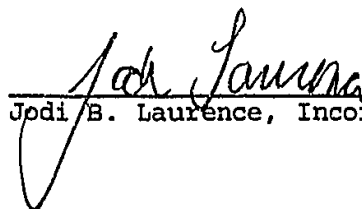
ARTICLE XI

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of February, 1997.



Jodi B. Laurence, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

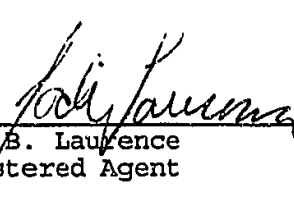
In compliance with the laws of the State of Florida, the following is submitted:

First - That Vet Partners, Inc., desiring to organize under the laws of the State of Florida, has designated 7900 Glades Road, Suite 610, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi B. Laurence as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 26th day of February, 1997.



Jodi B. Laurence
Registered Agent

FILED
97 FEB 27 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA