

P97000106955

Marc C. Knowles

Requestor's Name

2101 N.W. 25th Avenue / Miami, Florida 33142

City/State/Zip

Phone #

800002377328--8
-12/19/97--01018--001
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|----------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 9:48

12-22-97

Examiner's Initials MS

ARTICLES OF INCORPORATION
OF
ALL PETS VETERINARY GROUP, INC.

FILED
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DIVISION OF CORPORATIONS
97 DEC 19 AM 9:18

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be:

ALL PETS VETERINARY GROUP, INC.

ARTICLE II - Duration

The corporation shall exist in perpetuity.

ARTICLE III - Purpose

The general purpose for which the corporation is organized is any and all forms of legitimate businesses allowable under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

The aggregate number of shares which the corporation is authorized to issue is two hundred (200) shares. Said shares shall be of single class of common stock and shall have a par value of One Dollar (\$1) per share.

ARTICLE V - Stock Certificates

Every holder of shares in this Corporation shall be entitled to have a certificate representing all shares of which he is entitled.

Certificates representing shares in this corporation shall be signed by the President and the Secretary and may be sealed with the seal of this corporation or facsimile thereof.

The Corporation shall register a stock certificate presented to it for transfer if the certificate is properly endorsed by the holder of record or by his duly authorized attorney.

If the Shareholder shall claim to have lost or destroyed a certificate of shares issued by the Corporation, a new certificate shall be issued upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and at the discretion of the Board of Directors, upon the deposit bond or other indemnity in such amount and with such sureties, if any, as the Board may reasonably require.

ARTICLE VI - Capitalization

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VII - Further and Other Powers

The corporation shall have all of the powers given to it by the laws of the United States and of The State of Florida, now and hereafter, and any specific powers of the corporation.

ARTICLE VIII - Board of Directors

This corporation shall have two director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1), not more than five (5).

ARTICLE IX - Board of Directors Names

The names and post office address of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Dr. Ronald W. Stone 15126 N.W. 87th Court
Miami, FL 33016

Marc C. Knowles 3074 McDonald Street
Miami, FL 33133

OFFICERS

Dr. Ronald W. Stone 15126 N.W. 87th Court
President Miami, FL 33016

Marc C. Knowles 3074 McDonald Street
Secretary/Treasurer Miami, FL 33133

ARTICLE X - Subscriber

The name and address of the person(s) signing these Articles of Incorporation are:

Marc C. Knowles 3074 McDonald Street
Miami, FL 33133

ARTICLE XI - Dissolution

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, **pro rata**, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

ARTICLE XII - Preemptive Rights

Every shareholder, upon issuance of any new stock of this corporation of the same kind, shall have the right to purchase his or her own **pro rata** share at the price at which it is offered to other.

ARTICLE XIII - Registered Agent and Registered Office

The registered agent of this corporation shall be:

Marc C. Knowles

The registered office of the corporation shall be:

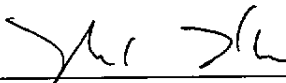
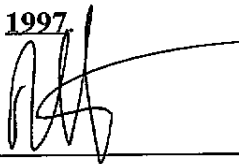
2101 N. W. 25th Avenue
Miami, Florida 33142

ARTICLE XIV - Initial Business Address

The initial business address of the corporation shall be:

2101 N.W. 25th Avenue
Miami, FL 33142

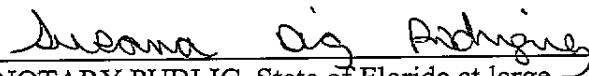
IN WITNESS THEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation at the City of Miami, County of Dade, State of Florida this 16 day of December, 1997.



SWORN TO AND SUBSCRIBED before me this 16th of December,

1997 at Miami, Dade County Florida.

My Commission Expires:


NOTARY PUBLIC, State of Florida at large

SUSANA DIAZ RODRIGUEZ
Notary Public, State of Florida
My Comm. expires Oct 11, 1999
No. CC501232

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

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

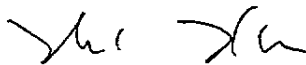
FIRST, that ALL PETS VETERINARY GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the State of Florida, has named Marc C. Knowles, 2101 N.W. 25th Avenue, Miami, Florida 33142 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above stated corporation, at place designated in this certificate, I, Marc C. Knowles, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Marc C. Knowles
2101 N.W. 25th Avenue
Miami, FL 33142

By: _____



Marc C. Knowles

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DIVISION OF CORPORATIONS