

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000039129

All Animal & Bird Hospital,
Inc.

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-04/30/98--01012--006
****122.50 ****122.50

- Art of Inc. File cert.
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
98 APR 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 30 AM 9:33
DIVISION OF CORPORATION

9/14-30-98

Signature _____

Requested by: CS

Name _____ Date 4/30 Time 9:15

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
ALL ANIMAL & BIRD HOSPITAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is ALL ANIMAL & BIRD HOSPITAL, INC., whose principal office and mailing address is 4100 W. New Haven Avenue, Melbourne, Florida 32904.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

ANIRUDE MOTIE, D.V.M.
4100 West New Haven Avenue
Melbourne, FL 32904

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the initial directors of this corporation are:

ANIRUDE MOTIE
4100 West New Haven Avenue
Melbourne, FL 32904

SHARON A. MOTIE
4100 West New Haven Avenue
Melbourne, FL 32904

ARTICLE VIII - INCORPORATOR

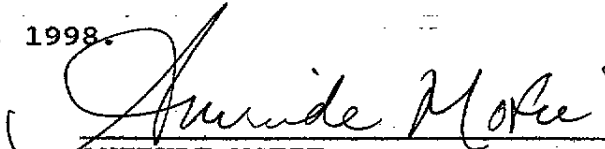
The name and street address of the person signing these Articles of Incorporation as the initial incorporator is:

ANIRUDE MOTIE
4100 West New Haven Avenue
Melbourne, FL 32904

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as the initial incorporator, has executed the foregoing Articles of Incorporation on this 29 day of April, 1998.


ANIRUDE MOTIE

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared ANIRUDE MOTIE, who is personally known to me or who produced Driver's License as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of the corporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 29th day of April, 1998.

Sarah B. Keeler
Notary Public

Print Name: Sarah B. Keeler
My Commission Expires:



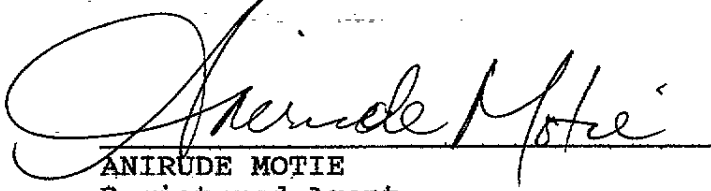
Sarah B Keeler
My Commission CC622375
Expires February 17, 2001

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That ALL ANIMAL & BIRD HOSPITAL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named ANIRUDE MOTIE of 4100 West New Haven Avenue, Melbourne, FL 32904, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act and Chapter 607, Florida Statutes, relative to keeping open said office.


ANIRUDE MOTIE
Registered Agent

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98 APR 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA