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ACCOUNT NO. : 072100000032
REFERENCE : 992769 81217A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : October 12, 1998
ORDER TIME : 11:24 AM
ORDER NO. : 992769-005
CUSTOMER NO: 81217A

CUSTOMER: Ms. Kim M. Beohler
MARGARET A. WHARTON, ESQUIRE
MARGARET A. WHARTON, ESQUIRE
456 South Central Avenue
Oviedo, FL 32765

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 2:18

DOMESTIC FILING

NAME: SHAFFER ANIMAL HOSPITAL, P.A.

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-10/12/98--01096--015
*****78.75 *****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds
EXAMINER'S INITIALS:

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98
OCT 12 PM 12:05
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
SHAFFER ANIMAL HOSPITAL, P.A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the veterinary medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is SHAFFER ANIMAL HOSPITAL, P.A..

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the Corporation's principal office is 11937 East Colonial Drive, Orlando, Orange County, Florida 32826. The name of the initial registered agent of the Corporation located at that office, is: KENDRA W. SHAFFER.

ARTICLE III

DURATION

The period of the Corporation's duration shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation is to practice the profession of veterinary medicine. The sole and exclusive professional service to be rendered by the Corporation is veterinary medicine.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the Corporation shall be authorized to issue or have outstanding at any one time is One Thousand (1,000) shares. These shares shall be a single class of stock and shall have a par value of \$1.00 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital which the Corporation shall begin to practice the profession of veterinary medicine is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

CORPORATE POWERS

The Corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these Articles of

Incorporation as an incorporator is:

JEFFREY A. SHAFFER, D.V.M., 4501 Chuluota Road, Orlando, FL 32820
KENDRA W. SHAFFER, D.V.M., 4501 Chuluota Road, Orlando, FL 32820

ARTICLE IX

DIRECTORS

The Corporation shall be managed by a Board of Directors. The number of Directors consisting the initial Board of Directors is two (2), and the names and addresses of the initial Directors are:

JEFFREY A. SHAFFER, D.V.M., 4501 Chuluota Road, Orlando, FL 32820
KENDRA W. SHAFFER, D.V.M., 4501 Chuluota Road, Orlando, FL 32820

The initial Directors shall hold office until their successors are elected and qualified as provided in the Bylaws. Then the term of office of each Director shall be for one (1) year and until the election and qualification of a successor. The number of Directors set forth in these articles and constituting the initial Board of Directors shall be the authorized number of Directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X


BYLAWS

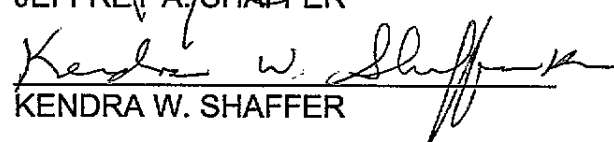
The initial Directors shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the Bylaws by affirmative vote of all of the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with the Bylaws.

ARTICLE XI
DISSOLUTION

The Corporation may be dissolved at any time by unanimous written consent of the Shareholders or on affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote. 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 the Shareholder.

The undersigned incorporators of this Corporation, have executed these Articles of Incorporation at Orlando, Orange County, Florida on the 9th day of October, 1998.



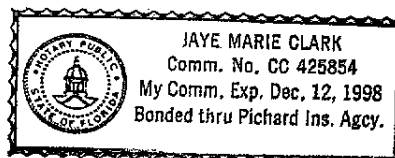
JEFFREY A. SHAFFER


KENDRA W. SHAFFER

STATE OF FLORIDA
COUNTY OF ORANGE

This instrument was acknowledged before me on this 9TH day of October, 1998, by JEFFREY A. SHAFFER and KENDRA W. SHAFFER, as their free and voluntary act. Affiants are personally known by me or produced _____ and _____, respectively, as identification.

Jaye Marie Clark 10/9/98
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES: Dec. 12, 1998
County of Seminole



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THIS STATE AND NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE**

Having been named as Registered Agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation as the registered office of said Corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.


KENDRA W. SHAFFER

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