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394651

November 5, 1998

HYDE PARK PROFESSIONAL CENTER  
315 SOUTH HYDE PARK AVENUE  
TAMPA, FLORIDA 33606

TAXATION  
CORPORATION & BUSINESS LAW  
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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11/09/98--01067--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Central Animal Hospital, Inc.

Dear Sir/Madam:

Enclosed for filing are the Articles of Dissolution and Certified Copy of Resolutions and one copy for the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fees.

I would appreciate your filing the Articles of Dissolution, date stamping the copy and returning same to me.

Should you have any questions with regard to this matter please do not hesitate to contact me.

Sincerely,

*Randell Miller*

Randell Miller

FILED  
98 NOV -9 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RM/bja

Enclosures

cc: William Shelton, DVM  
Marc Sasser, CPA

CM  
394651  
408  
11-9-98  
FL Diss

**ARTICLES OF DISSOLUTION**  
**OF**  
**CENTRAL ANIMAL HOSPITAL, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

**ARTICLE I - NAME**

The name of the corporation is CENTRAL ANIMAL HOSPITAL, INC. (the "Corporation").

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution was authorized by the Corporation's shareholders on August 31, 1998.

**ARTICLE III - SHAREHOLDER APPROVAL**

The dissolution was approved by shareholders holding a majority of the Corporation's outstanding voting shares, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on 10/30, 1998.

CENTRAL ANIMAL HOSPITAL, INC.

By: 

President

**FILED**  
8 NOV -9 AM 8 29  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**CERTIFIED COPY OF RESOLUTIONS  
OF  
CENTRAL ANIMAL HOSPITAL, INC.**

I HEREBY CERTIFY that the following resolutions were adopted by the Shareholders owning a majority of the outstanding voting shares of CENTRAL ANIMAL HOSPITAL, INC. (the "Corporation") by a Written Consent of Shareholders in lieu of a meeting pursuant to Florida Statute 607.0704, effective August 31, 1998.

**RESOLVED**, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and be it

**FURTHER RESOLVED**, that in accordance with such plan of complete liquidation, the officers, directors, and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the execution of the "Consent of Shareholders in lieu of meeting" by Shareholders owning a majority of the outstanding voting shares of the Corporation, in which the Shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia together with a certified copy of this Resolution;

2. That after the plan of liquidation is adopted the Corporation make distributions to its Shareholders pursuant to such plan, said distributions to be made no later than December 31, 1998;

3. That the Corporation shall proceed as far as possible to collect all accounts receivable and to settle any claims against it;

4. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, distribute all assets subject to any unpaid liabilities, to its Shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation;

5. That the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Section 607.1403 of the

Florida Statutes with the Florida Secretary of State, Division of Corporations.

6. That the proper officers of the Corporation and with the assistance of the Corporation's counsel and accountant shall file all other forms and documents required by the State of Florida and the Federal government, including tax returns, as soon as possible, after distribution of the corporate assets; and

7. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the express intent of the Shareholders under the plan adopted.

CENTRAL ANIMAL HOSPITAL, INC.

By:  10/20/98  
Secretary