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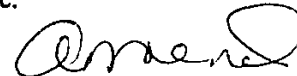
December 9, 1996

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Veterinary Emergency Clinic of Central Florida, Inc.


Dear Sir/Madam:



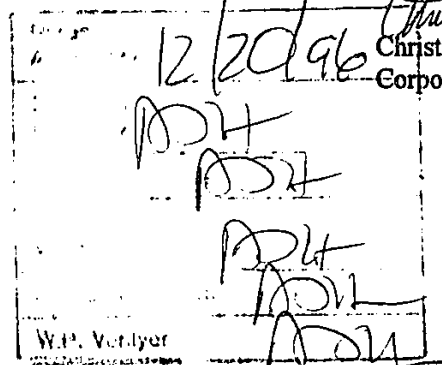
Enclosed please find Articles of Amendment to Articles of Incorporation of the above referenced corporation for filing with your office, as well as a copy to be stamped as filed and returned and a check in the amount of \$35.00 to cover the filing fee.

Should you have any questions on any of the above, please do not hesitate to call.
Thank you.

Sincerely,


Christine A. Capozza
Corporate Staff Assistant

:cac
Enclosure



WINDERWEEDLE
HAINES WARD
& WOODMAN, P.A.
EST. 1961



ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
VETERINARY EMERGENCY CLINIC OF CENTRAL FLORIDA, INC.

FILED
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SECRETARY OF STATE
FLORIDA

WHEREAS, the name of the Corporation is Veterinary Emergency Clinic of Central Florida, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on November 25, 1974; and

WHEREAS, the undersigned Corporation, by and through its Directors and shareholders and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors at a meeting held October 22, 1996, by majority agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth; and

WHEREAS, the shareholders at a meeting held November 3, 1996, by majority agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is twenty-eight thousand (28,000), all of which shall be common shares with a par value of \$0.25."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 3 day of November, 1996.

VETERINARY EMERGENCY CLINIC OF
CENTRAL FLORIDA, INC.,
a Florida corporation

By: Glenn Finnell
Dr. Glenn Finnell, President