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Law Offices of
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Sebring, Florida 33870

E. MARK BREED III
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May 23, 2001

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FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314-6327

RE: FRANK G. HANDLEY D.V.M. and HOWARD S. JONES D.V.M. -
HIGHLANDS ANIMAL HOSPITAL, P.A.

000004315610--8

-05/24/01--01082--013

*****43.75 *****43.75

Gentlemen:

Enclosed for filing is an original and copy of Articles of Dissolution for the above named corporation. Please return to this office one (1) certified copy of said Articles of Dissolution.

Also enclosed, please find a check in the amount of \$43.75, representing the filing fee and a certified copy of the Articles of Dissolution.

Your assistance and cooperation in this matter will be appreciated.

Sincerely,

E. Mark Breed III

E. MARK BREED III

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Enclosures
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V. SHEPARD JUN 1 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 8:19

**ARTICLES OF DISSOLUTION
OF
FRANK G. HANDLEY D.V.M. and HOWARD S. JONES D.V.M. -
HIGHLANDS ANIMAL HOSPITAL, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 8:19

I. The name of this Corporation is FRANK G. HANDLEY D.V.M. AND HOWARD S. JONES D.V.M. - HIGHLANDS ANIMAL HOSPITAL, P.A., which was duly incorporated on December 30, 1971, by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President: Howard S. Jones, Jr. (Dr.)
128 Mini Ranch Road
Sebring, FL 33870

Vice-President: Hunter S. Jones
128 Mini Ranch Road
Sebring, FL 33870

Secretary: Hunter S. Jones
128 Mini Ranch Road
Sebring, FL 33870

III. The name and post office address of each of the directors of the Corporation are as follows:

Howard S. Jones, Jr. (Dr.)
128 Mini Ranch Road
Sebring, FL 33870

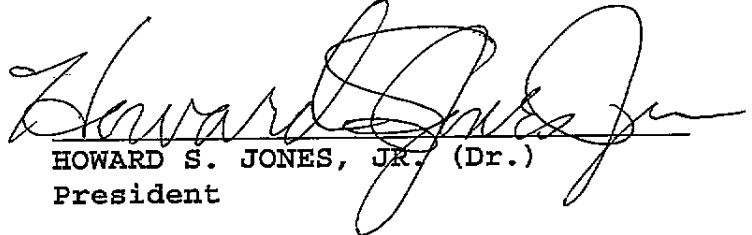
IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve effective April 30, 2001 on the unanimous written consent of its shareholders and directors. A copy of the consent is incorporated and attached as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on 30th day of April, 2001, in Sebring, Highlands County, Florida.


HOWARD S. JONES, JR. (Dr.)
President

ATTEST:


HUNTER S. JONES, Secretary

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared Howard S. Jones, Jr. and Hunter S. Jones to me well known and known to me to be the persons described in and who executed the foregoing Articles of Dissolution, and acknowledged before me that they executed these Articles of Dissolution of Frank G. Handley D.V.M. and Howard S. Jones D.V.M. - Highlands Animal Hospital, P.A. on behalf of the corporation.

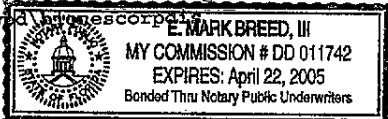
WITNESS my hand and official seal, this 22nd day of May, 2001.



NOTARY PUBLIC, State of Florida

My Commission Expires:

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UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS
TO VOLUNTARY DISSOLUTION OF
FRANK G. HANDLEY D.V.M. AND HOWARD S. JONES D.V.M. -
HIGHLANDS ANIMAL HOSPITAL, P.A.

We, the undersigned, being all of the shareholders and directors of FRANK G. HANDLEY D.V.M. AND HOWARD S. JONES D.V.M. - HIGHLANDS ANIMAL HOSPITAL, P.A., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

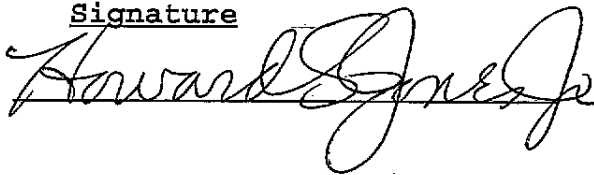
In assent to the above, each of the undersigned stockholders and directors has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

Shareholders

Signature

Date

No. of Shares



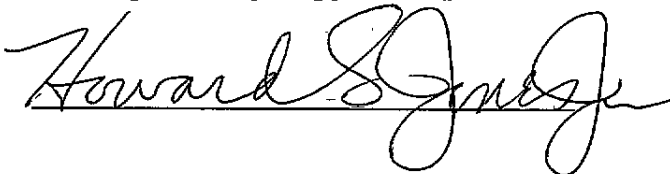
April 30, 2001

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Directors

Signature

Date



April 30, 2001