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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F93000005028**

1. Corporation Name
VETERINARY CENTERS OF AMERICA, INC.

Principal Place of Business: 3420 OCEAN PARK BLVD. SUITE 1000 SANTA MONICA CA 90405 US
 Mailing Address: 3420 OCEAN PARK BLVD. SUITE 1000 SANTA MONICA CA 90405 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-29) fields with sub-fields for Suite, City, State, Zip, and Country.

3. Date Incorporated or Qualified: 11/05/1993
 4. FEI Number: 95-4097995
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year intangible Personal Property Tax: Yes/No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
 1200 S. PINE ISLAND RD.
 PLANTATION FL 33324

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

* SIGNATURE (Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	ANTIN, ROBERT L	1.2 NAME	
STREET ADDRESS	3420 OCEAN PARK BLVD., STE. 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA	1.4 CITY-ST-ZIP	
TITLE	VSD	2.1 TITLE	
NAME	ANTIN, ARTHUR J	2.2 NAME	
STREET ADDRESS	3420 OCEAN PARK BLVD., STE. 1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	
NAME	FULLER, TOMAS	3.2 NAME	
STREET ADDRESS	3420 OCEAN PARK BLVD., STE. 1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	
NAME	TAUBER, NEIL	4.2 NAME	
STREET ADDRESS	3420 OCEAN PARK BLVD., STE. 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address with all other like empowered.

SIGNATURE: *[Signature]* 4/5/99 (310)392-9599
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034.(11/98)