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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

W97-27365

VCA Annual Hospitals, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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W.P. Verifier

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Thanks,
Jeff



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1997

CT CORPORATION SYSTEM

SUBJECT: VCA ANIMAL HOSPITALS, INC.
Ref. Number: W97000027365

We received your document without payment. Please submit the \$70.00 filing fee. We also received the accompanying fictitious name application, which did have its \$50.00 filing fee with it.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 897A00057795

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. VCA ANIMAL HOSPITALS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California (State or country under the law of which it is incorporated)
3. 95-4574532 (FEI number, if applicable)
4. March 29, 1996 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 3420 Ocean Park Blvd., Santa Monica, California 90405
(Current mailing address)

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8. To own and operate animal hospitals.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

S.A. Brooks

(Registered agent's signature) (Officer)

S.A. Brooks, Asst. Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert L. Antin, President _____
(Typed or printed name and capacity of person signing application)

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VCA Animal Hospitals, Inc.

Name: Robert L. Antin
Officer: President
Director: Chairman

Business Address: 3420 Ocean Park Boulevard
Santa Monica, California 90405

Residence Address: 115 Westwind
Marina del Rey, California 90292

Social Security Number: 058-40-6515

Name: Arthur J. Antin
Officer: Vice President
Director: Other Director

Business Address: 3420 Ocean Park Boulevard
Santa Monica, California 90405

Residence Address: 3000 Grayson Avenue
Venice, California 90291

Social Security Number: 060-38-3981

Name: Neil Tauber
Officer: Vice President
Director: Other Director

Business Address: 3420 Ocean Park Boulevard
Santa Monica, California 90405

Residence Address: 21421 Rambla Vista
Malibu, California 90265

Social Security Number: 093-40-8619

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Name: Tomas W. Fuller

Officer: Chief Financial Officer

Director: NO

**Business Address: 3420 Ocean Park Boulevard
Santa Monica, California 90405**

**Residence Address: 3121 3rd Street
Santa Monica, California 90404**

Social Security Number: 566-96-5300

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 29TH day of MARCH, 1996

VCA ANIMAL HOSPITALS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DECEMBER 5, 1997



Bill Jones

Secretary of State

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