

F97000006477

Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE  
12-31-05

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MERGER OR SHARE EXCHANGE  
VCA ANIMAL HOSPITALS, INC.

Certificate of Status	0
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12/23/05  
Merger

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

EFFECTIVE DATE

12-31-05

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
VCA Animal Hospitals, Inc.	California	F97000006477

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Rivera Animal Hospital, Inc.	Florida	616845
Spanish River animal Hospital, Inc.	Florida	633619
Tampa Animal Medical Center, Inc.	Florida	567544

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
VCA Animal Hospitals, Inc.	California

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Riviera Animal Hospital, Inc.	Florida
Spanish River Animal Hospital, Inc.	Florida
Tampa Animal Medical Center, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

Merging Corporations shall be merged into Surviving Corporation.

The Articles of Incorporation, bylaws, officers and directors of the surviving corporation shall continue to be the articles of incorporation, bylaws, officers and directors after the merger.

The Directors and officers of the constituent corporations, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

The effect of the merger is as prescribed by law and the effective date of the merger is December 31, 2005.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The outstanding shares of Merging Corporations shall be cancelled without consideration therefore.

The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

*(Attach additional sheets if necessary)*