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Florida Department of State
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MERGER OR SHARE EXCHANGE

VCA Animal Hospitals, Inc.

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Help

Merger
04/15/08

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, Florida Statutes.

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	F97000008477

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Boca Greens Animal Hospital, Inc.	Florida	K34813

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 April 15, 2008

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 April 15, 2008

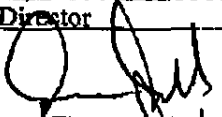

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>VCA Animal Hospitals, Inc.</u>		<u>Tomas W. Fuller, Vice President</u>
<u>Boca Greens Animal Hospital, Inc.</u>		<u>Tomas W. Fuller, Vice President</u>
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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
Boca Greens Animal Hospital, Inc.	Florida
_____	_____
_____	_____
_____	_____

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

- Boca Greens Animal Hospital, Inc. shall be merged into VCA Animal Hospitals, Inc.
- The Articles of Incorporation, bylaws, officers, and directors of VCA Animal Hospitals, Inc. 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.
- Boca Greens Animal Hospital, Inc. shall from time to time, as and when requested by VCA Animal Hospitals, Inc., 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.

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 Boca Greens Animal Hospital, Inc. shall be cancelled without consideration. The outstanding shares of VCA Animal Hospitals, Inc. shall remain outstanding and are not affected by the merger.