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ACCOUNT NO. : 072100000032

REFERENCE : 296847 7112109

AUTHORIZATION :

Patricia Pizoto
Patricia

COST LIMIT : \$ 155.00

ORDER DATE : November 2, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 296847-005

CUSTOMER NO: 7112109

CUSTOMER: Claudia Bass, Legal Asst
Buchanan Ingersoll, P.c.

Suite 2100
100 Southeast 2nd Street
Miami, FL 33131

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: LINCOLN ROAD ANIMAL HOSPITAL
JON J. RAPPAPORT, LLC

EFFECTIVE DATE:

700004664367--5

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
LINCOLN ROAD ANIMAL HOSPITAL JON J. RAPPAPORT, LLC
a limited liability company

The undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the limited liability company ("Company") is **LINCOLN ROAD ANIMAL HOSPITAL JON J. RAPPAPORT, LLC.**

ARTICLE II.

STREET AND MAILING ADDRESS

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

Street Address

19501 Biscayne Boulevard, #400
Aventura, Florida 33180

Mailing Address

19501 Biscayne Boulevard, #400
Aventura, Florida 33180

ARTICLE III

REGISTERED AGENT

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Marsha Soffer

Address of Registered Office

19501 Biscayne Boulevard, #400
Aventura, Florida 33180

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ARTICLE IV.

MANAGEMENT

The business of this limited liability company is to be managed by the Manager and is therefore, a manager - managed Company. The name and street address of the initial Sole Member and Managing Member is as follows:

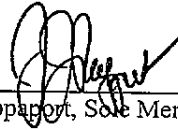
Name

Street Address

Jon J. Rappaport

19501 Biscayne Boulevard, #400
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Organization this 30th day of October, 2001, at Aventura, Florida.



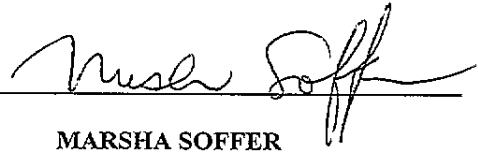
Jon J. Rappaport, Sole Member

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 30th DAY OF OCTOBER, 2001.

By: 
MARSHA SOFFER