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NIKOLAY H. NIKOLOV, DVM
8000 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA, FLORIDA 32082

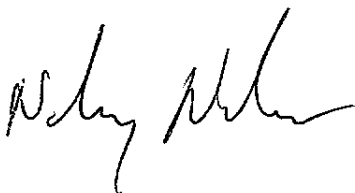
May 22, 2002

Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****125.00 *****125.00

Enclosed are Articles of Organization for Animal Medical Clinic at St. Johns, L.L.C. along with a check in the amount of \$125.00 for filing fee.

Sincerely,



Encl.

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FILED
02 JUN -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the the limited liability company.

ARTICLE I
Name and Principal Address

The name of the limited liability company shall be: ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C. and its principal facility shall be located at 2245 CR 210 W, Jacksonville, Florida 32259, but it shall have the power and authority to establish branch facilities at any other place or places, as the members may designate. The mailing address shall be the same as the principal address.

ARTICLE II
Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, in which the limited liability company is authorized to transact, shall be as follows: To engage in any activity or business authorized under the Florida statutes.

ARTICLE III
Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

ARTICLE IV
Management

This limited liability company shall be managed equally by all three members.

ARTICLE V
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI
Capital Contributions

Capital contributions shall be paid to the limited liability company by its members in the following amounts: Gary Neuman - \$100.00; Nikolay H. Nikolov - \$100.00; Dawn Stewart - \$100. Contributions to capital by a member shall be cash only. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make future contributions in percentages equal to their original contribution stated above. Each member's percentage is 33-1/3%.

ARTICLE VII
Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business and servicing debt of the limited liability company based on available cash flow. Each member shall be entitled to a distributive share of the profits in percentages equal to their original contribution stated above. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, or at such other times as members unanimously agree.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in percentages equal to their original contributions stated above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
Duration

This limited liability company shall have perpetual existence, until dissolved in the manner provided by law.

ARTICLE IX
Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is: 8000 Sawgrass Village Circle, Ponte Vedra, Florida 32082, County of St. Johns, State of Florida, and the name of the company's initial registered agent at that address is: Nikolay H. Nikolov.

The undersigned, being the original members of this limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Animal Medical Clinic at St. Johns, L.L.C.

Executed by the undersigned this 22nd day of May, 2002.


Gary Neuman


Nikolay H. Nikolov


Dawn Stewart


STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

BEFORE ME, the undersigned authority, personally appeared Gary Neuman, Nikolay H. Nikolov, and Dawn Stewart, who are personally known to me and known to me to be the individuals described in and first duly sworn, executed the foregoing Articles of Organization and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 22nd day of May, 2002.


NOTARY PUBLIC - STATE OF FLORIDA

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 James K Walburn
My Commission CC819666
Expires May 4, 2003

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

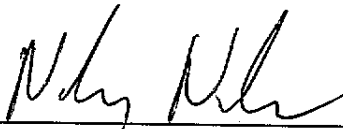
Pursuant to the provisions of Sections 608.415 and 6008.407(1)(d), Florida Statutes, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C.

The name of the initial registered agent for ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C., is Nikolay H. Nikolov, and the street address of the company's initial registered office where the agent is located is 8000 Sawgrass Village Circle, Ponte Vedra, Florida 32082..

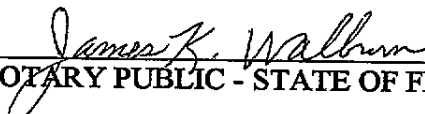
This statement is to acknowledge that, as indicated above, ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C. has appointed me, Nikolay H. Nikolov, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with accept the obligations of my position as registered agent.

DATED this 22nd day of May, 2002.




Nikolay H. Nikolov

The foregoing instrument was acknowledged before me this 22nd day of May, 2002 by Nikolay H. Nikolov, agent on behalf of ANIMAL MEDICAL CLINIC AT ST. JOHNS, L.L.C. He is personally known to me.



NOTARY PUBLIC - STATE OF FLORIDA

 James K Walburn
My Commission CC819666
Expires May 4, 2003