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CAPITAL CONNECTION, INC.

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Brightman Pet Clinic	PLED & 33.
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ARTICLES OF ORGANIZATION BRIGHTMAN PET CLINIC, LLC

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I NAME

The name of this limited liability company shall be BRIGHTMAN PET CLINIC, LLC

ARTICLE II DURATION

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

ARTICLE III PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 60 Second Street, Unit 307, Shalimar, Florida 32579. The mailing address of the limited liability company is 60 Second Street, Unit 307, Shalimar, Florida 32579.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is Eleventh Avenue, Suite One, Shalimar, Florida 32579 and the name of the initial registered agent at that address is LISA Y. PITELL.

ARTICLE VI CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII MANAGEMENT

The name and address of the manager of the limited liability company is as follows:

Andrew J. Brightman 33 Berwick Circle Shalimar, Florida 32579

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE YIII INITIAL MEMBERS

The name and address of the initial member of this limited liability company is as follows:

Andrew J. Brightman 33 Berwick Circle Shalimar, Florida 32579

ARTICLE IX ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XI TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being the member hereinbefore named, has hereunto set his hand and seal on this the 3rd day of September, 2003, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

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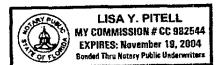
MEMBER:

Andrew J. Brightmar

STATE OF FLORIDA COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 3rd day of September, 2003, by Andrew J. Brightman, who personally appeared and who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of September, 2003.



LISA Y. PITELL Notary Public

My commission expires: 11/19/2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 608.415, Florida Statutes, the following is submitted: BRIGHT PET CLINIC, LLC, desiring to organize under the laws of the State of Florida with its principal place of business at 60 Second Street, Unit 307, Shalimar, Florida 32579, has named Lisa Y. Pitell as its agent to accept service of process within the State of Florida and whose address Eleventh Avenue, Suite One, Shalimar, Florida 32579.

MEMBER:

andrew J. Brightman

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

A Y. PITELL

Registered Agent