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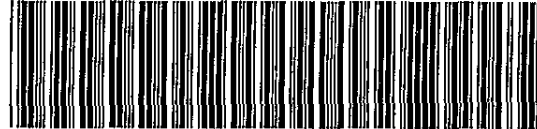
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB - 4 2004

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January 23, 2004

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

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2004 JAN 27 PM 1:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Kindred Spirits Animal Clinic, LLC

To Whom It May Concern:

Enclosed is the original and one (1) copy of the following: Articles of Organization containing the Acceptance of Registered Agent for Kindred Spirits Animal Clinic, LLC, which is to be organized as a limited liability company in Florida. Please also provide us with a Certificate of Good Standing for Kindred Spirits Animal Clinic, LLC. Also enclosed is check number 2116 in the amount of \$130.00 to cover the following: filing fee of \$100.00; registered agent designation fee of \$25.00 and certificate of good standing fee of \$5.00.

After filing, please affix your date stamp to the enclosed copy and return to me along with the Certificate of Good Standing in the enclosed self-addressed stamped envelope which is provided for your convenience.

Thank you for your assistance and cooperation in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Linda M. Tenniswood
Legal Secretary

SKB/
Enclosures: as stated
Copy: Jonathan Kindred

**ARTICLES OF ORGANIZATION
OF
KINDRED SPIRITS ANIMAL CLINIC, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company (hereinafter referred to as the "Company") is KINDRED SPIRITS ANIMAL CLINIC, LLC.

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is: 80 Lakeview Drive, NE, Atlanta, Georgia 30317.

**ARTICLE III
DURATION**

The duration of the Company shall be perpetual, beginning on the date these Articles of Organization are filed with the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is: Sancha Brennan Whynot, and the address of the Company's registered office in Florida is: 201 E. Pine Street, Suite 425, Orlando, Florida 32801.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by one or more members designated as managers. Each initial managing member is identified as follows:

Jonathan Graham Kindred
80 Lakeview Drive, NE
Atlanta, Georgia 30317

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the company have the right to admit new members. Additional members may be admitted on the unanimous written consent of the existing members. Existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII
CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be so continued only on the unanimous written consent of the remaining members.

ARTICLE VIII
REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the members of the Company.

IN WITNESS WHEREOF the undersigned member has executed these Articles of Organization this 22nd day of January, 2004.



Jonathan Graham Kindred

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Jonathan Graham Kindred

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, Sancha Brennan Whynot, having been named in the foregoing designation of registered agent and registered office by Kindred Spirits Animal Clinic, LLC, a Florida limited liability company, and being familiar with the obligations of the position of registered agent, do hereby agree to accept service of process as registered agent, to keep my office open during prescribed hours, and to otherwise comply with the obligations of a registered agent, and to otherwise maintain a registered office as heretofore indicated.

Dated this 22nd day of January, 2004.


Sancha Brennan Whynot

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Jonathan Graham Kindred, to me personally known, or who produced _____ as identification, and he did depose and say as follows:

1. That he is a member of Kindred Spirits Animal Clinic, LLC, to be formed pursuant to the foregoing Articles of Organization.
2. That there are three (3) members of Kindred Spirits Animal Clinic, LLC.
3. There have been no capital contributions to date by any member.
4. It is anticipated that each member shall make capital contributions up to and including \$1,000.00, but no member shall be limited as to the amount of its contribution by this figure.


Jonathan Graham Kindred

SWORN to and SUBSCRIBED before
me this 22nd day of January, 2004.


Notary Public Signature

Notary Public Printed Name
Commission Number and Seal

