Division of Corporations Page 1 of 1

L04000093762

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

TBYC HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	~~$96.25~~ 90.00

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Florida Veterinary, Inc. 4210 Fairway Circle Tampa, Florida 33618	Florida	Corporation
Florida Document/Registration Number: P94000080061		FEI Number: 650534618
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
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(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
TBTC HOLDINGS, LLC 4210 Fairway Circle Tampa, FL 33618	Florida	Limited Liability Company

Florida Document/Registration Number: L04000093762 FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

____

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Florida Veterinary, Inc.	Sheila Shaw	Sheila Shaw, President
TNTC HOLDINGS, LLC	Sheila Shaw	Sheila Shaw, Manager

(Attach additional sheet(s) if necessary)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is executed this 29th day of December, 2004 and shall become effective as of the close of business on the 29th day of December, 2004 (the "Effective Date"), between TBRC HOLDINGS, LLC, a Florida Limited Liability Company, ("Surviving Company") and FLORIDA VETERINARY, INC., a Florida corporation ("Merging Corporation").

WITNESSETH:

WHEREAS, Surviving Company by its Articles of Organization is a manager-managed Limited Liability Company;

WHEREAS, the Board of Directors of the Merging Company has authorized the merger of *Merging Company* into Surviving Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the shareholders of the Merging Company.

NOW, THEREFORE, the merger of the Merging Company into Surviving Company shall be accomplished as follows:

ARTICLE I
Merger

On the Effective Date, Merging Company shall be merged into Surviving Company and Surviving Company shall merge Merging Company into itself. Following the approval of this Plan by the Shareholders, the officers of the Merging Company shall cause the filing of Articles of Merger with the Secretary of the State of Florida. This Merger shall become effective as of the Effective Date.

ARTICLE II
Articles of Organization

The Articles of Organization of the Surviving Company shall remain in effect and unchanged as a result of this merger.

ARTICLE III
Conversion of Shares

The manner of converting the outstanding shares of capital stock of the Merging Company into the membership interests of Surviving Company on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Each share common capital stock of Merging Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part

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of the holder, become an equivalent membership interest of Surviving Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merging Company shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing an equivalent membership interest of Surviving Company into which the shares of common stock of Merging Company theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The Operating Agreement of Surviving Company shall remain in effect and unchanged as a result of this merger.

(b) The first annual meeting of the members of Surviving Company to be held after the Effective Date shall be the annual meeting of Surviving Company.

(c) The Manager of the Surviving Company shall be Sheila Shaw.

(e) The Merging Company shall pay all expenses incident to this merger.

(f) Prior to the Effective Date, Merging Company shall not issue, sell or issue rights to subscribe to any shares of stock.

(g) Prior to the Effective Date, Merging Company shall not incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(h) Upon the Effective Date, the separate existence of Merging Company shall cease, and Merging Company shall be merged into Surviving Company, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merging Company. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merging Company shall be vested in Surviving Company, and the title to any real estate, whether by deed or otherwise, vested in Merging Company shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merging Company shall be preserved unimpaired; and all debts, liabilities and duties of Merging Company shall thenceforth attach to Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Company.

(i) Following the merger, Surviving Company shall cause a copy of this Plan, the Certificate of Merger, or such other documents as the Manager of Surviving Company shall

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agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merging Company is situated.

(k) If, at any time, Surviving Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Company, according to the terms hereof, the title to any property or rights of Merging Company, the proper officers and directors of Merging Company shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Company, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated December 29, 2004, by the Manager of the Surviving Company pursuant to Sections 608.4381, 607.1108 and/or 608.438, Florida Statutes, and has been approved by the members of the Surviving Company and the undersigned Manager of the Surviving Company has been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated December 29, 2004, by the Board of Directors of the Merging Company pursuant to Sections 608.4381, 607.1108 and/or 608.438, Florida Statutes and has been approved by the shareholders of the Merging Company and the undersigned officer of the Merging Company have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

TBYC HOLDINGS, LLC

Witness RICHARD A. JACOBSON

By: Sheila Shaw

Sheila Shaw, Manager

Eileen Matthews
Witness

"Surviving Company"

FLORIDA VETERINARY, INC.

Witness RICHARD A. JACOBSON

By: Sheila Shaw

Sheila Shaw, President

Eileen Matthews
Witness

"Merging Company"

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