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To:

Division of Corporations
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From:

Account Name : DANIEL HICKS, P.A.
Account Number : 075061003325
Phone : (352)351-3353
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SOUTH OCALA ANIMAL HOSPITAL, LLC

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ARTICLES OF ORGANIZATION
OF
SOUTH OCALA ANIMAL HOSPITAL, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be SOUTH OCALA ANIMAL HOSPITAL, LLC ("Company"). The principal office and mailing address of the Company in Florida shall be 3760 SE Lake Weir Avenue, Ocala, Florida 34471.

ARTICLE II

This is a single member Limited Liability Company, to be managed by the Member, the single Member being Kevin M. Stoothoff, D.V.M., whose address is 3760 SE Lake Weir Avenue, Ocala, Florida 34471.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kevin M. Stoothoff, D.V.M., 3760 SE Lake Weir Avenue, Ocala, Florida 34471.

ARTICLE V
CAPITAL CONTRIBUTIONS

The Member of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

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<u>Name</u>	<u>Capital Contribution</u>	<u>%</u>	<u>Membership Units</u>
Kevin M. Stoothoff, D.V.M.	\$1000.00	100%	100

ARTICLE VI
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of the Member.

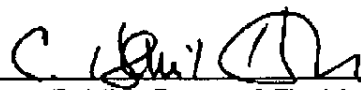
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 05th day of December, 2007.


Kevin M. Stoothoff, D.V.M.

STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, Kevin M. Stoothoff, D.V.M., to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal this 05th day of December, 2007.


Notary Public, State of Florida
C. Daniel Hicks
Commission # DD369158
Expires February 21, 2009
Printed Here First - Insurance, Inc. 800-368-7010

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above-stated limited liability company at the place designated in this statement, hereby accept the 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 and accept the obligation of my position as registered agent.

Dated this 05th day of December, 2007.


Kevin M. Stoothoff, D.V.M.

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