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July 8, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BLUEPEARL KANSAS, LLC
3000 BUSCH LAKE BOULEVARD
TAMPA, FL 33614

SUBJECT: BLUEPEARL KANSAS, LLC
REF: L08000033329

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tim Burch
Regulatory Specialist II

FAX Aud. #: H14000157475
Letter Number: 314A00014597

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
BLUEPEARL KANSAS, LLC**

These Amended and Restated Articles of Organization of BluePearl Kansas, LLC (the "Company") are made as of this 30th day of June, 2014. The original Articles of Organization were filed with the Department of State of Florida on April 1, 2008, under document number L08000033329 and the name "Veterinary Specialty and Emergency Center of Kansas City, LLC." These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 605.0202 of the Florida Revised Limited Liability Company Act. These Amended and Restated Articles of Organization are intended to amend, restate, and replace the original Articles of Organization in their entirety.

**Article I
Name**

The name of the Company is BluePearl Kansas, LLC.

ARTICLE II

Principal Office Street and Mailing Address

The street address and the mailing address of the principal office of the Company is 3000 Busch Lake Boulevard, Tampa, FL 33614.

**ARTICLE III
Registered Office and Agent**

The street address of the registered agent of the Company is 3000 Busch Lake Boulevard, Tampa, FL 33614 and the name of the Company's registered agent at that address is Darryl Shaw.

ARTICLE IV

Veterinary Medical Decisions

The Company will employ licensed veterinary professionals to provide professional veterinary services and any additional services they may provide in accordance with their licenses and all applicable laws. The Company will not direct, instruct, limit, or in any other fashion control or influence the professional judgment or medical decisions of any employed licensed veterinary professionals with regard to the practice of veterinary medicine in Missouri or any other jurisdiction.

These Articles of Organization have been executed by the sole member of the Company as of the 30th day of June, 2014.

BLUEPEARL HOLDINGS, LLC,
a Delaware limited liability company

By: _____

DARRYL S. SHAW, Manager