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7/13/2010**10 JUL 13 PM 2:46****SECRETARY OF STATE
DIVISION OF CORPORATIONS**

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MERGER OR SHARE EXCHANGE**BluePearl Georgia, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$58.75

CERTIFICATE OF MERGER

of

ATLANTA VETERINARY SPECIALISTS, L.L.C.
(a Michigan limited liability company)

with and into

BLUEPEARL GEORGIA, LLC
(a Florida limited liability company)

NR

LI0-22183

EFFECTIVE DATE
7/13/2010

10 JUL 13 PM 2:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), this Certificate of Merger, which relates to the merger (the "Merger") of Atlanta Veterinary Specialists, L.L.C., a Michigan limited liability company (the "Non-Surviving Entity"), with and into BluePearl Georgia, LLC, a Florida limited liability company (the "Surviving Entity"), provides as follows:

ARTICLE I

Agreement and Plan of Merger

The Agreement and Plan of Merger with respect to the Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE II

Approval of the Plan

The Plan of Merger was approved by the Surviving Entity in accordance with the applicable provisions of the FLLCA.

The Plan of Merger was approved by the Non-Surviving Entity in accordance with the applicable laws of the State of Michigan.

ARTICLE III

Effective Date

The Merger shall become effective beginning on the date that this Certificate of Merger is filed with the Department of State of the State of Florida.

[Signature Page Directly Follows]

Dated as of July 1, 2010.

NON-SURVIVING ENTITY:

**ATLANTA VETERINARY
SPECIALISTS, L.L.C.,**
a Michigan limited liability company

By: 
Name: Darryl S. Shaw
Title: Manager

SURVIVING ENTITY:

BLUEPEARL GEORGIA, LLC,
a Florida limited liability company

By: 
Name: Darryl S. Shaw
Title: Manager

EXHIBIT A

Agreement and Plan of Merger

FILED STATE
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DIVISION OF CORPORATIONS
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into as of July 1, 2010, by and between Atlanta Veterinary Specialists, L.L.C., a Michigan limited liability company (the "**Non-Surviving Entity**"), and BluePearl Georgia, LLC, a Florida limited liability company (the "**Surviving Entity**"), in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "**Florida Act**") and Section 701 of the Michigan Limited Liability Company Act (the "**Michigan Act**").

1. **MERGER.** Upon the terms and subject to the conditions set forth in this Agreement, the Non-Surviving Entity shall be merged with and into the Surviving Entity (the "**Merger**"), such that the Surviving Entity shall be the sole surviving entity.

2. **ORGANIZATIONAL DOCUMENTS.** No changes are to be made in the Articles of Organization of the Surviving Entity as a result of the Merger. On and after the Effective Date (as defined below), the Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

3. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date (as defined below), each membership unit in the Non-Surviving Entity shall be converted into one (1) membership unit in the Surviving Entity.

4. **EFFECTIVE DATE.** Provided that this Agreement has been adopted and approved as required by Section 608.438(1) of the Florida Act and Section 702 of the Michigan Act, the Merger shall be effective beginning on the date that the Certificate of Merger in respect of the Merger is filed with the Department of State of the State of Florida (the "**Effective Date**").

5. **AUTHORIZATION TO AMEND AGREEMENT.** This Agreement may be amended at any time prior to the Effective Date provided that any such amendment (a) is permitted by Section 608.438(6) of the Florida Act and (b) has been agreed to in writing by both (i) the members of the Non-Surviving Entity and (ii) the members of the Surviving Entity.


6. **GENERAL PROVISIONS.** This Agreement shall be construed in accordance with the laws of the State of Florida. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified except by a writing signed by each party to be affected by such amendment, change, or modification.

[SIGNATURE PAGE FOLLOWS]

Dated as of the date first above written.


NON-SURVIVING ENTITY:

**ATLANTA VETERINARY SPECIALISTS,
L.L.C., a Michigan limited liability company**

By: 
Name: Darryl S. Shaw
Title: Manager

SURVIVING ENTITY:

**BLUEPEARL GEORGIA, LLC,
a Florida limited liability company**

By: 
Name: Darryl Shaw
Title: Manager