KEVIN I. DOWNEY
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November 30, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida, 32399

Karen

FILED
99 DEC -1 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via UPS Next Day Air

Re: Ocala Equine Medical Center, P.L.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Organization for the above named limited liability company and a Certificate of Designation of Registered Agent/Registered Office. In addition, a check in the sum of $337.50 is enclosed which represents the following fees:

Filing Fee	$250.00
Certified Copy	$ 52.50
Registered Agent Fee	$ 35.00
Total	$337.50

Kevin Downey GAVE
AUTHORIZATION BY PHONE TO
CORRECT purpose
DATE 12/1/99

Please file the original of the enclosed Articles of Organization and other documents and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Kevin I. Downey

Enclosures

FL LLC

Name Availability
Document Examiner
Updater
Verifyer
Acknowledgement
W. P. Verifyer

FILING 100.00
C. COPY 30.00
R. AGENT 25.00
TOTAL 155.00
BALANCE
REFUND $
OP $182.50

12/1/99

ARTICLES OF ORGANIZATION

OF

Ocala Equine Medical Center, P.L.

FILED 99 DEC -1 PM 4:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned person, acting hereby as Organizer for the purpose of forming a professional limited liability company under the Florida Statutes, Chapter 608 and Chapter 621, hereby executes the following Articles of Organization.

I NAME. The name of the professional limited liability company shall be: **Ocala Equine Medical Center, P.L.** ("Company"). The purpose of the Company is to provide professional veterinary medical services.

II ADDRESS. The mailing address and street address of the principal office of the Company shall be 21501 N.W. 75th Avenue Road, Micanopy, Florida.

III DURATION. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

IV REGISTERED OFFICE AND AGENT. The name of the registered agent of the Company in the State of Florida is John G. Peloso, D.V.M. and the street address of the registered office of the Company is 21501 N.W. 75th Avenue Road, Micanopy, Florida 32667.

V CAPITAL CONTRIBUTIONS. The members of the Company shall contribute to the capital of the Company in cash or property. Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

VI ADMISSION OF NEW MEMBERS. No additional members shall be admitted to the Company without the written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approves of the proposed transfer by written consent.

VII TERMINATION OF EXISTENCE. The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

VIII MANAGEMENT. The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are as follows:

John G. Peloso, D.V.M.	21501 N.W. 75th Avenue Road, Micanopy, Fl 32667
Corey D. Miller, D.V.M.	21501 N.W. 75th Avenue Road, Micanopy, Fl 32667

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 30 day of November, 1999.

John G. Peloso, D.V.M., Organizer

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned professional limited liability company, organized under the laws of the State of Florida, submits the following Statement Designating Its Registered Office/Registered Agent in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the professional limited liability company is:

Ocala Equine Medical Center, P.L.

2. The name and address of the registered agent and office is:

John G. Peloso, D.V.M.
21501 N.W. 75th Avenue Road
Micanopy, Florida 32667

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in this certificate, I 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 obligations of my position as registered agent.

Dated: October 17th, 1999

John G. Peloso, D.V.M.
Member/Registered Agent

STATE OF FLORIDA
COUNTY OF Marion

The foregoing was acknowledged before me, this 17th day of October, 1999 by **John G. Peloso, D.V.M.**, who is personally known to me or who produced Fl. drivers license as satisfactory proof of his identification, as registered agent for **Ocala Equine Medical Center, P.L.**, a Florida professional limited liability company.

Sharon K. Bosley
Notary Public, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
SHARON K. BOSLEY
COMMISSION # CC780706
EXPIRES OCT 05, 2002
BONDED THROUGH
ADVANTAGE NOTARY