

LANDT, WIECHENS, LaPEER & AYRES

A Partnership Including Professional Associations

ATTORNEYS AT LAW

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
RUSSELL W. LaPEER, P.A.*
BENJAMIN H. AYRES

December 30, 1999

* Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator: Florida & Federal Courts

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122.50 **78.75

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Progressive Veterinary Services, P.A.

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation of Progressive Veterinary Services, P.A., together with our check made payable in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, please return the enclosed copy and certified copy as soon as possible after the original is filed. Thank you for your courtesy and assistance.

Yours sincerely,

Russell W. LaPeer

Russell W. LaPeer
For the Firm

RWL:cl

Enclosures: Articles of Incorporation (original & copy); check.

FILED
2000 JAN -3 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

PROGRESSIVE VETERINARY SERVICES, P. A.

The undersigned incorporator is a natural person and competent to contract for purposes of forming a professional service corporation, and is licensed to practice veterinary medicine as a doctor of veterinary medicine, under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be Progressive Veterinary Services, P.A., and its initial and principal place of business shall be 2450 S.W. 55th Street Road, Ocala, Florida 34474.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE & NATURE OF BUSINESS: The nature of the business to be transacted by this professional service corporation is to render professional veterinary medical services and care to the general public and to do all things in connection therewith that are customarily done by licensed veterinarians under the laws of the State of Florida; in accordance with the Professional Service Corporation Act of Florida, and the Florida Veterinary Medical Practice Act, Fla. Stat. § 474.201 et seq., and implementing regulations.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share, and with the total number of authorized shares having an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INCORPORATOR: The incorporator of the this corporation is Troy E. Jones, D.V.M., whose date of birth is 2-20-1972, and whose social security number is 421-21-2233, and whose address is 2450 S.W. 55th Street Road, Ocala, Florida 34474.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one, nor more than three, members as provided by the By-Laws of the corporation. The Board of Directors shall be elected by the stockholders of the corporation at the regular meeting of those stockholders.

If state law so provides that upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation; said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If state law does not otherwise prescribe, then upon a majority vote of the shares of stock in the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation; said power may, pursuant to shareholder

agreement, be vested in the shareholders of the corporation.

If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law.

The name and address of the first Director is: Troy E. Jones, D.V.M.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above-named director. That director shall hold office until such time as his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Secretary, and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until their successors are elected and qualified:

President, Secretary, Treasurer Troy E. Jones, D.V.M.

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent of the corporation is Russell W. LaPeer, 445 N.E. 8th Avenue, Ocala, Florida 34470.

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CONSENT AND ACCEPTANCE OF REGISTERED AGENT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned registered agent, Russell W. LaPeer,
hereby accepts such designation, as registered agent for the corporation, Progressive
Veterinary Services, P.A., on this 30th day of December 1999.

Russell W. LaPeer
Russell W. LaPeer, Registered agent

Beverly A. Greig
witness Beverly A. Greig

Shawn O'Steen
witness Shawn O'Steen

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W.
LaPeer, as Registered Agent, to me well known to be the person described in and who
acknowledged before me that he executed the foregoing freely and voluntarily for the
purposes therein expressed. RUSSELL W. LaPEER is personally known to me.

WITNESS my hand and official seal this 30th day of December 1999.

Sandra Jerald
Name & commission number of notary public



ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK: No one other than an individual who is duly licensed to practice veterinary medicine under the laws of the State of Florida; or another professional service corporation organized by, and consisting of, attorneys licensed to practice law under the state of Florida, and existing for the purpose of performing legal services, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock in this corporation.

If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the corporation; and he shall dispose of his stock in the corporation either by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate. In the event

of the death of any officer, director, shareholder, agent or employee who has been rendering professional legal services, his stock in the corporation shall be disposed of by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate.

No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a meeting of shareholders specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

In the event that there is more than one shareholder in the corporation, before any stock which has been issued to shareholders may be transferred or otherwise disposed of, the existing shareholders must have negotiated with each other and/or with the corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event that their interest in the corporation is terminated for any reason. An executed copy of any such buy-and-sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

ARTICLE XI

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

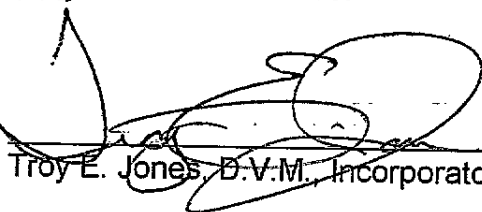
ARTICLE XII

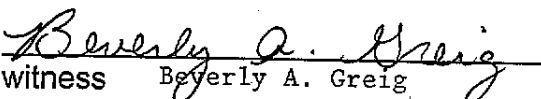
BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

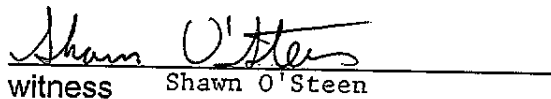
ARTICLE XIII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. Any amendment to these articles shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30th day of December 1999.


Troy E. Jones, D.V.M., Incorporator


witness Beverly A. Greig


witness Shawn O'Steen

FILED

2000 JAN -3 PM 4: 17

STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Troy Jones, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed. TROY JONES produced a Florida Driver's License as identification.

WITNESS my hand and official seal this 30th day of December 1999.

Sandra Jerald
Name & commission number of notary public

[seal/stamp]



Sandra Jerald
MY COMMISSION # CC817078 EXPIRES
April 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.