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KUENZEL & LUTES, P.A.
ATTORNEYS AT LAW

• Diane V. Kuenzel, Esquire

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September 1, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

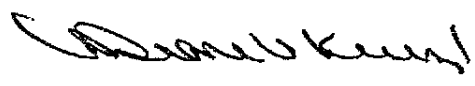
SUBJECT: VETERINARY MOBILE ENDOSCOPY & DIAGNOSTICS, P.A.

Dear Sir or Madam:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation and the Original Acceptance of Registered Agent for the above referenced corporation. I also enclose a check in the amount of \$78.75 to cover the cost of incorporation. We do not require certified copies.

Thank you for your cooperation, should you have any questions, please do not hesitate to contact me.

Sincerely,



Diane V. Kuenzel, Esquire

DVK/smt

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 SEP -5 AM 10:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VETERINARY MOBILE ENDOSCOPY & DIAGNOSTICS, P.A.**

ARTICLE I. NAME

The name of the professional service corporation is Veterinary Mobile Endoscopy & Diagnostics, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 25001 Fadette Drive, Brooksville, Florida 34601-7879.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of performing veterinary services. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice veterinary medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 2840 West Bay Drive, #314, Belleair Bluffs, Florida 33770. The name of the initial registered agent at that address is Mayli D. Cuypers, D.V.M.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the member of the first board of directors is:

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Mayli D. Cuypers
2840 West Bay Drive, #314
Belleair Bluffs, Florida 33770

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is:

Mayli D. Cuypers
2840 West Bay Drive, #314
Belleair Bluffs, Florida 33770

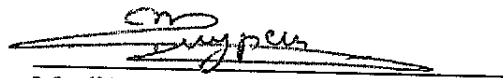
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice veterinary services in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 1st day of September, 2000.


Mayli D. Cuypers, D.V.M.

KUENZEL & LUTES, P.A.
ATTORNEYS AT LAW

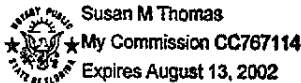
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STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, MAYLI D. CUYPERS, D.V.M., to me well known to be, or who produced FL#C162-540-66-843-0 as identification, the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Pasco County, State of Florida, this 1st day of September, A.D., 2000.



Susan M. Thomas
NOTARY PUBLIC
Print: Susan M. Thomas

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **VETERINARY MOBILE ENDOSCOPY & DIAGNOSTICS, P.A.**, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

September 1, 2000
Date

MAYLI D. CUYPERS
MAYLI D. CUYPERS
NOTARY PUBLIC
STATE OF FLORIDA
00 SEP -5 AM 10:57
FILED

Prepared by:

Diane V. Kuenzel, Esquire
KUENZEL & LUTES, P.A.
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