



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 941044 114482A

AUTHORIZATION :

Patricia Pujato

COST LIMIT : \$ 78.75

ORDER DATE : December 21, 2000

ORDER TIME : 11:41 AM

ORDER NO. : 941044-005

500003510255--2

CUSTOMER NO: 114482A

CUSTOMER: Mr. Bill Vanhook
Edwin B. Salmon, Jr.

1375 South Fort Harrison Ave

Clearwater, FL 33756

DOMESTIC FILING

NAME: VET TECH LABS OF AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

PN 12/21/00

00 DEC 21 PM 12:00

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**ARTICLES OF INCORPORATION
OF
VET TECH LABS OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

ARTICLE I - NAME

The name of the Corporation shall be Vet Tech Labs of America, Inc.

ARTICLE II - PURPOSE

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful activity or business for which corporations may be incorporated under the Florida General Corporation Act, now and as hereafter amended.

ARTICLE III - COMMON STOCK

The aggregate number of shares which this corporation has authority to issue is Two Thousand (2,000) Shares of Common Stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of Common Stock shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings. The shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. The shares may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV – PRINCIPAL AND REGISTERED OFFICE

The initial principal office and the initial mailing address of the Corporation shall be 1375 S. Fort Harrison Avenue, Clearwater, Florida 33756. The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
William R. VanHook, Jr.	1375 S. Fort Harrison Avenue Clearwater, Florida 33756

Meetings of the shareholders and directors of the corporation may be held at places within or without the state of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

ARTICLE V - BOARD OF DIRECTORS

There shall be a minimum of one (3) directors and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

ARTICLE VI – FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) members whose name and address is:

<u>Name</u>	<u>Address</u>
Edwin B. Salmon, Jr.	112 Homeport Drive Palm Harbor, FL 34683
William R. VanHook, Jr.	9502 Ridge Road Seminole, FL 33772
Glenn Moore, Jr.	601 Rosery Road N.E., #3804 Largo, FL 33770

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Glenn Moore, Jr.	601 Rosery Road N.E., #3804 Largo, FL 33770

ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

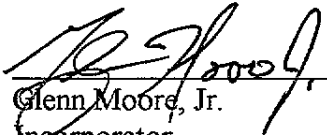
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

ARTICLE IX – PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro rata share at the same price and/or upon the same terms at which it is offered to others.

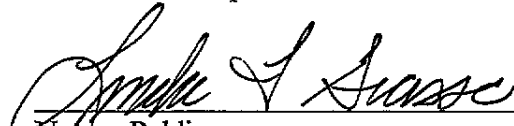
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on December 12, 2000.


Glenn Moore, Jr.
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this ____ day of December, 2000 by Glenn Moore, Jr., who is personally known to me or who has produced a Florida driver's license as identification and did take an oath.

My commission expires:


Notary Public

Linda F. Grasso
(Notary Public Print Name)



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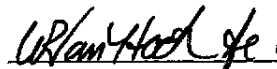
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that Vet Tech Labs of America, Inc., desiring to organize or qualify under the Laws of the State of Florida, with it's principal place of business at the City of Clearwater, State of Florida, has named William R. VanHook, Jr., located at 1375 S. Fort Harrison Avenue, City of Clearwater, State of Florida, as its agent to accept service of process within Florida. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature



William R. VanHook, Jr., Registered Agent

Dated: December 15, 2000