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May 15, 2001

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Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

RE: DEL-MAR ANIMAL HOSPITAL, INC.

Dear Secretary of State:

Enclosed herewith for filing is an original and one copy of the
ARTICLES OF INCORPORATION for DEL-MAR ANIMAL HOSPITAL, INC.

Also enclosed is a check in the sum of \$78.75 which represents
the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

Please return a certified copy of the ARTICLES OF INCORPORATION
to the undersigned.

With Very Best Regards,


Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

FILED
01 MAY 18 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 MAY 18 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DEL-MAR ANIMAL HOSPITAL, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is DEL-MAR ANIMAL HOSPITAL, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 9745 Majestic Way, Boynton Beach, FL 33437.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: DONALD DE LUCE,
9745 Majestic Way, Boynton Beach, FL 33437.

ARTICLE VIII - SUBSCRIBER

The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore is:

<u>Name</u>	<u>Address</u>	<u>Consideration</u>
<u>Name of Subscriber</u>	<u>Address</u>	<u>Shares Not Less Than</u>
Mary Ann DeLuce	9745 Majestic Way Boynton Beach, FL 33437	250 \$250.00
Lisa Martin	61-6 NE 12th Terrace Boynton Beach, FL 33435	250 \$250.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Mary Ann DeLuce	9745 Majestic Way Boynton Beach, FL 33437
Lisa Martin	61-6 NE 12th Terrace Boynton Beach, FL 33435

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree that they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.

Mary Ann DeLuce
Mary Ann DeLuce
Lisa Martin
Lisa Martin

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARY ANN DE LUCE and LISA MARTIN to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14th day of May, 2001.

My Commission Expires:



Laura Lenhart
MY COMMISSION # CC742195 EXPIRES
May 30, 2002
BONDED THRU TROY FAIR INSURANCE, INC

[Signature]
Notary Public
State of Florida at Large
R DL Shann

FILED

01 MAY 18 PH 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

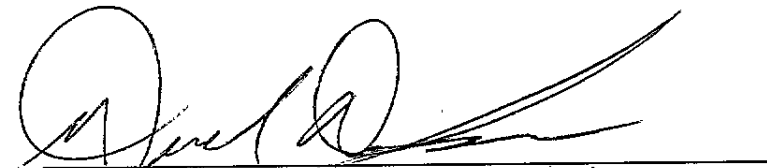
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In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That DEL-MAR ANIMAL HOSPITAL, INC. desiring to
organize under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation
at City of Boynton Beach, County of Palm Beach, State of Florida,
has named Donald DeLuce, located at 9745 Majestic Way,
Boynton Beach, Florida 33437 City of Boynton Beach, County of
Palm Beach, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process, for the
above stated corporation, at the place designated in the
certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open
said office.


Donald DeLuce (Resident Agent)