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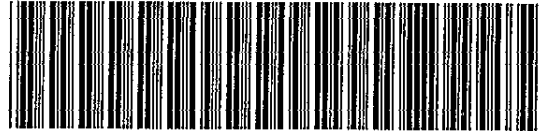
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER
Member Florida and California Bars
JAMES D. ACOSTA, OF COUNSEL
Certified Civil Trial Attorney

THE OFFICE PAVILION
2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-0585
TELEFAX: (904) 264-1714

November 20, 2002

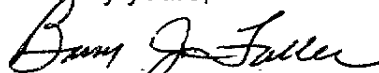
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: ARTICLES OF INCORPORATION OF RICHARD C. SUTLIFF, PA,
A FLORIDA CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation as referenced above together with my firm's check for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,


Barry J. Fuller

BJF:tbw
Enclosures

cc: Richard C. Sutliff

ARTICLES OF INCORPORATION

OF

RICHARD C. SUTLIFF, PA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, all of whom are duly licensed to practice veterinary medicine in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act adopt the following Articles of Incorporation:

I. NAME

The name of the corporation is: RICHARD C. SUTLIFF, PA

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of veterinary medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

2.1. To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

2.2. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

2.3. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

2.4. To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

2.5. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal

under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

2.6. To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

2.7. To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

2.8. To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

2.9. To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation and Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address in Florida of the Corporation's initial registered office in this State is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073. The name of the initial registered agent at such address is BARRY J. FULLER.

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 3101 Plummer Cove Road, Jacksonville, Duval County, Florida 32223.

**VI.
PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice veterinary medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient. This provision shall not be applicable to the extent that it conflicts with the law or professional rules or regulations governing the practice of veterinary medicine by this Professional Corporation or its licensed employees and agents.

**VII.
INCORPORATORS**

The name and address of the each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD C. SUTLIFF	3101 Plummer Cove Road Jacksonville, Florida 32223

**VIII.
DIRECTORS**

The Board of Directors of the corporation shall consist of from one to five members, as more specifically set forth in the by-laws. The number of directors may be increased or decreased from time to time by amendment to the by-laws. Initially, there shall be one member. The name and address of the initial member of the Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD C. SUTLIFF	3101 Plummer Cove Road Jacksonville, Florida 32223

**IX.
SHARE STRUCTURE**

9.1. NUMBER AND TYPE. The maximum number of shares that the Corporation is authorized to have outstanding is 100,000 shares of common stock having no par value.

9.2. RESTRICTIONS ON ISSUANCE AND TRANSFER No share of stock of this Corporation shall be issued or transferred to any person who is not a veterinary medical doctor duly licensed to practice veterinary medicine in the State of Florida.

9.3. AUTHORITY OF BOARD OF DIRECTORS. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

9.4. DIVIDENDS. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

9.5. SHAREHOLDERS' ACTIONS. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor,

purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the a majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

12.1. RIGHT TO INDEMNIFICATION. To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of Directors who were not parties to such action, has determined, by majority vote at a meeting or by a written instrument signed by a majority of the directors who were not parties to such action, that the officer, director, or employee:

12.1.1. Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

12.1.2. Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

12.1.3. In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.


12.2. WRITTEN DEMAND FOR INDEMNIFICATION. Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the

Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within 15 days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may thereafter apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs 12.1.1, 12.1.2, and 12.1.3 of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**XIII.
ELECTION UNDER PROFESSIONAL CORPORATION ACT**

The Corporation elects to be governed by the provisions of the Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orange Park, Clay County, Florida this 6th day of November, 2002.



RICHARD C. SUTLIFF

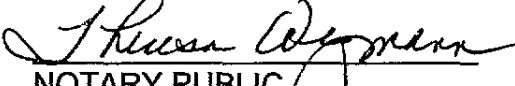
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Florida License Number

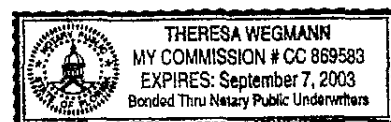
**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared RICHARD C. SUTLIFF, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set my hand and official seal this 6th day of November, 2002 in the County and State aforesaid.



NOTARY PUBLIC
My Commission Expires:

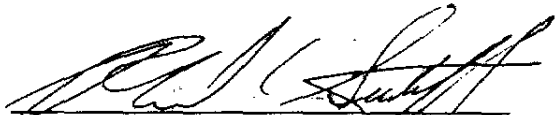


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **RICHARD C. SUTLIFF, PA** The name and address of the registered agent and office is:

BARRY J. FULLER
2301 Park Avenue, Suite 404
Orange Park, Florida 32073


RICHARD C. SUTLIFF, Incorporator
Date: 11-6-02

Having been named as registered agent and to accept service of process for the above stated corporation 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.


BARRY J. FULLER
Date: 11/6/02

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SECRETARY OF STATE
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