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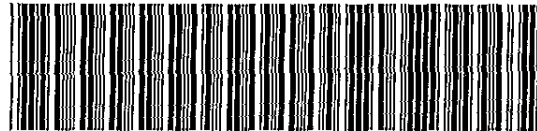
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F. CHASSER

DEC 3

LAW OFFICES OF DAVID ALLEN BUCK

13127 SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609
(352) 686-7331
Fax: (352) 686-7455

November 12, 2002

Secretary of State
Division of Corporations
George Firestone Building
409 East Gains Street
Tallahassee, FL 32314

Re: HILLSIDE ANIMAL HOSPITAL, INC.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above referenced corporation, together with this firms check in the amount of Seventy and 00/100 dollars (\$70.00) which represents the required filing fee.

Please return a copy of the filed articles to my office at your earliest possible convenience in the self addressed stamped envelope provided.

If you should have any questions, please do not hesitate to contact me. Thank you for your attention to and assistance in this regard.

Sincerely,



David Allen Buck

DAB/em
Enclosure

ARTICLES OF INCORPORATION
OF
HILLSIDE ANIMAL HOSPITAL, INC.

ARTICLE I - NAME

The name of this corporation is **HILLSIDE ANIMAL
HOSPITAL, INC.**

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - ADDRESS OF CORPORATION

The street address of the principal location of the Corporation is 13170 Spring Hill Dr., Spring Hill, FL 34609.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

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ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13170 Spring Hill Dr., Spring Hill, Florida, 34609, and the name of the initial registered agent of this corporation at that address is **DAVID ALLEN BUCK, P.A.**, Attorney at Law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**PATRICK JONES
1092 ABBOTT AVE.
SPRING HILL, FL 34609**

**LORRAINE JONES
1092 ABBOTT AVE.
SPRING HILL, FL 34609**

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these articles are:

PATRICK JONES	LORRAINE JONES
1092 ABBOTT AVE.	1092 ABBOTT AVE.
SPRING HILL, FL 34609	SPRING HILL, FL 34609

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation, this 8 day of
November, 2002.


PATRICK JONES


LORRAINE JONES

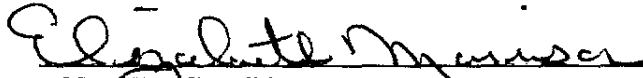
STATE OF FLORIDA
COUNTY OF HERNANDO

Before me, a notary public authorized to take
acknowledgements in the state and county set forth above,
personally appeared **PATRICK JONES and LORRAINE JONES**, known to me
and known by me to be the persons who executed the foregoing
Articles of Incorporation, and they acknowledged before me that
they executed those Articles of Incorporation, without taking an
oath.

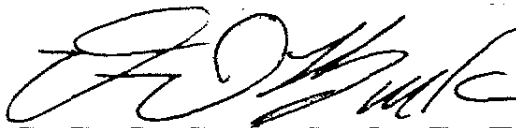
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 8
day of November, 2002.



Elizabeth Morrison
My Commission CC800180
Expires January 3, 2003


NOTARY PUBLIC
MY COMMISSION EXPIRES: _____

Having been named registered agent to accept service of
process for the above-stated corporation, at the place designated
in the articles, I hereby accept to act in this capacity, and
agree to comply with the provisions of the Florida Statutes in
all matters relative thereto.



DAVID ALLEN BUCK
Registered Agent

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TALLAHASSEE, FLORIDA
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