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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**sherwood cooper, jr. d.v.m., p.a.**

Certificate of Status	0
Certified Copy	1
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Prepared by/Return To:  
Ronald S. Urkovich, Esquire  
2323 Wooster Lane, Suite 3  
Sanibel Island, FL 33957

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ARTICLES OF INCORPORATION  
OF

SHERWOOD COOPER, JR. D.V.M., P.A.

*a professional corporation*  
(Pursuant to Chapter 607 and 621, Florida Statutes)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation:

1. Name and Duration. The name of this corporation is SHERWOOD COOPER, JR. D.V.M., P.A. The duration of the corporation shall be Perpetual.

2. Purpose and Initial Business. The general nature of the business proposed to be transacted by the corporation, at any place within the United States, and the objects and purposes for which the corporation is established, are as follows:

a. In accordance with article 621.03 Florida Statutes, the practice of Veterinary by and through its shareholders, directors, officers, agents and professional employees, all of whom shall be duly licensed to Practice Veterinary in the State of Florida, all within and subject to the laws of the State of Florida and the rules and regulations controlling the practice of that profession, and without violation of the ethics of that profession. The corporation may employ ancillary personnel to work at the direction and under the supervision of the personnel who are licensed to practice that profession.

b. The corporation shall have the broad general powers set forth in article 607.0302, Florida Statutes.

3. Capital Stock. The authorized capital stock of the corporation shall consist of 1000 shares of common stock with a \$1.00 par value. Such stock shall be issued when paid for in cash, services, real estate or personal property, and shall be issued as fully paid and forever non-assessable. The judgment of the Board of Directors as to the value of the property or services rendered in exchange for its stock shall be conclusive.

No person who is not licensed to practice Veterinary in the State of Florida shall have any part in the ownership, management or control of the corporation, nor may any proxy to vote any shares of the corporation be given to a person not so licensed.

Shares of stock in this corporation may be issued or transferred only to persons duly licensed to practice such profession in the State of Florida. If any shareholder, director, officer, agent or employee becomes legally disqualified to render such professional services in the State

of Florida, his office or employment shall be forthwith terminated; and within 90 days following death, incompetence, bankruptcy, retirement, resignation, expulsion, termination or other legal disqualification of a shareholder, all the shares of such shareholder shall be transferred to or acquired by persons qualified to own such shares, as restricted in the by-laws, or by the corporation itself. Until such transfer is effected, such shares shall not be entitled to be voted. The by-laws of this corporation shall fix the price or method of computing the price, together with the schedule of payment therefor, for acquiring such shares in the event the shares are not otherwise acquired within the 90-day period by persons qualified to own the same. The by-laws shall provide for the manner in which dividends shall be paid on the shares.

4. **Registered Agent.** The corporation appoints Ronald S. Urkovich, Esquire, 2323 Wooster Lane, Suite 3, Sanibel Island, FL 33957, who has been a bona fide resident of Florida for at least three years, as its statutory agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Secretary of State of a statement in accordance with Florida statutes. The complete name and address of the Registered agent is:

Ronald S. Urkovich, Esquire  
2323 Wooster Lane, Suite 3S  
Sanibel Island, FL 33957

5. **Principal Office.** The principal place of business and mailing address of the corporation shall be

16731 McGregor Blvd., Suite 115  
Fort Myers, FL 33908

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of Sherwood Cooper, JR. D.V.M.; this person, shall serve until a successor or successors is/are qualified according to the by-laws and whose name(s) address(es) is/are:

Sherwood Cooper JR. D.V.M.  
16731 McGregor Blvd.  
Fort Myers, FL 33908

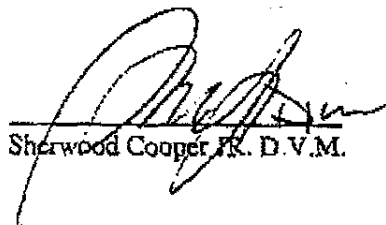
7. **Incorporator.** The name and address of the undersigned incorporator is:

Sherwood Cooper JR. D.V.M.  
16731 McGregor Blvd.  
Fort Myers, FL 33908

TOTAL P.04

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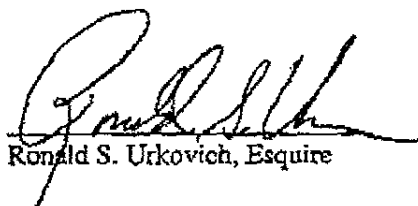
IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of January 8, 2003.

  
Sherwood Cooper, Jr. D.V.M.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: January 8, 2004

  
Ronald S. Urkovich, Esquire

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