

Jun. 23. 2004

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FLORIDA PROFIT CORPORATION OR P.A.

Animalife Veterinary Center North, P.A.

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ARTICLES OF INCORPORATION
OF
ANIMALIFE VETERINARY CENTER NORTH, P.A.

The undersigned natural person, being a veterinarian licensed in the State of Florida, hereby forms a professional corporation in accordance with Florida Statutes, Chapter 621, the Florida Professional Service Corporation Act, and adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is **Animalife Veterinary Center North, P.A.**, and the street and mailing address of the Corporation is 7101 Cypress Lake Drive, Ft. Myers, Florida 33907.

ARTICLE II

The street address of the initial registered office of the corporation shall be **3431 Pine Ridge Road, Suite 101, Naples, Florida 34109**, and the name of the initial registered agent at that address shall be **Anthony M. Lawhon, Esquire**.

ARTICLE III

The capital stock of the Corporation will consist of 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the incorporator is as follows:

Randall Eisel
2171 Pine Ridge Road, Suite B
Naples, Florida 34109

Prepared By: Anthony M. Lawhon, Esq.
Parrish, White & Lawhon, P.A.
3431 Pine Ridge Road, Suite 101
Naples, Florida 34109
Florida Bar No. 965390
Telephone (239) 586-2013

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ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

Randall Eisel
2171 Pine Ridge Road, Suite B
Naples, Florida 34109

ARTICLE VI

This corporation is organized for the following purposes :

- a. To operate as a licensed veterinarian facility, and to perform services incident thereto.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out through officers, employees, and agents of the Corporation.
- d. Any other business which may be transacted, promoted and carried on as permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

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ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a party by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common shares of this Corporation shall be entitled of right to subscribe

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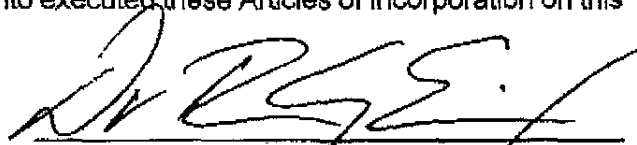
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for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this June 23, 2004.


Randall Eisel, Incorporator

Sworn to and subscribed before me in Collier County, Florida
on this 23rd day of June, 2004.


Notary Public
My Commission Expires



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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505 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:

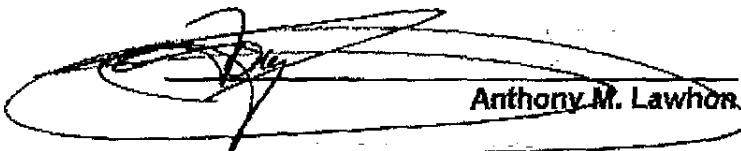
Animalife Veterinary Center North, P.A.

2. The name and street address of the registered agent and registered office is:

Anthony M. Lawhon, Esquire
3431 Pine Ridge Road, Suite 101
Naples, Florida 34109

Dated this 23rd day of June, 2004.

Having been named to accept service of process for the above 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, and I accept the duties and obligations of Section 607.325 Florida Statutes.


Anthony M. Lawhon

Dated this 23rd day of June, 2004.

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