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**Florida Department of State**  
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**To:**  
Division of Corporations  
Fax Number: (850) 205-4033

**From:**  
Account Name: INCARLANE BERGUSONS (CLEARWATER)  
Account Number: 072306900001  
Phone: (727) 441-4866  
Fax Number: (727) 442-4870

**FLORIDA DEPARTMENT OF REVENUE**

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**ARTICLE NO. 1 INCORPORATION  
(OF)  
CLAWSON AND PAWSE ANIMAL HOSPITAL, INC.**

The undersigned has subscribed to the shares of stock of the corporation, as a natural person, and consents to the incorporation of the corporation for the purposes stated in the articles of incorporation.

**ARTICLE II  
(NAME AND ADDRESS OF BUSINESS)**

The name of the corporation is: CLAWSON AND PAWSE ANIMAL HOSPITAL, INC., and the address of the corporation is 561 23rd Street, Rockville, Maryland, P. 33344.

**ARTICLE III  
(CONTAINMENT OF CORPORATION WITH FOREIGNER)**

The Corporation's business shall be conducted in the state of Maryland.

**ARTICLE IV  
(BUSINESS AND OFFICERS)**

1A. The general management of the business of the Corporation shall be managed by the Board of Directors.

1B. The Corporation shall have power to do everything necessary, proper or advisable to carry out its business.

**ARTICLE V  
(AUTHORIZED SHARES)**

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000,000 shares of capital stock, all of which shares shall be common shares of the Corporation of \$1.00 per share and each of which shall have the same rights and privileges. These shares of common stock shall be issued in whole or in part to any person or persons at any time and from time to time as may be determined by the Board of Directors, provided that the shares shall be issued on a non-preferred basis.

In Witness Whereof  
I, [Name], Secretary  
of the Corporation  
do hereby certify that the foregoing is a true and correct copy of the articles of incorporation of the Corporation.  
(727) 341-3956

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FILE NO. 2000-409153

**ARTICLE V  
INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 52 Court Street, Suite 200, Ocala, Florida 33756, and the name of the initial registered agent at that address is Michael J. O'Shea, Esq.,

**ARTICLE VI  
LOCAL BOARD OF DIRECTORS**

A. Initial Board of Directors The name and address of the initial directors of the Corporation are:

- 1. Frank Brown
- 2. 6551 S. Emerald Road #41 West
- 3. Deerfield, FL 33541

B. Number and Term The Board of Directors shall be composed of a lesser than the number of members shall be elected to the amount as provided in the articles of incorporation and the bylaws. The exact number of directors may be fixed by the bylaws of the corporation. Directors shall be elected to office for a term of one year or such other term as may be determined by the board of directors. Any director whose term expires shall be eligible for re-election. The initial members of the Board of Directors as named in the articles shall hold office for the first year of the existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties The duties among the powers shall be of the Board of Directors are the following:

- (1) Calling the meetings of the Corporation;
- (2) Resolving the corporate affairs of the Corporation, including calling committees of the Board and delegating to them, as a whole or to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) Resolving the corporation in the officers, including those who may wish to resign;
- (4) Specifying the conditions and qualifications of persons who may be elected to the Corporation shall be provided, no further provisions shall be made by any other person.

**ARTICLE VII  
OFFICERS**

Michael J. O'Shea, Esq.  
FLORIDA BAR # 5680  
Ocala, Florida 33756  
(727) 444-4956

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4.A Officers of this Corporation shall consist of a President, Secretary and Treasurer; as well as such other officers as the Board of Directors may deem advisable.

4.B Officers shall also be removable by the Corporation.

4.C All Officers shall have such powers and duties as may be prescribed by the Board of Directors or by any committee created by the Board.

**ARTICLE VIII  
INCORPORATION**

The name and street address of the person signing these Articles is:

Michael E. Foley, Esquire  
Metropolitan Corporation  
525 South Street, Suite 200  
Cleveland, OH 44115

**ARTICLE IX  
INDEMNIFICATION**

9.A Right of indemnification. Except as limited by paragraph 9.B hereinafter, this Corporation shall indemnify and hold harmless the directors, officers, employees and agents of this Corporation from and against all claims, damages, losses, costs and expenses, including reasonable attorneys' fees, which may be asserted against or incurred by a director, officer, employee or agent of this Corporation in connection with the performance of his or her duties as a director, officer, employee or agent of this Corporation, whether or not such claim, damage, loss, cost or expense is caused in whole or in part by the negligence of such director, officer, employee or agent. This indemnification shall not be limited by any limitation on the amount or type of damages, compensation or benefits payable by or for any employee benefit plan or from any source. This indemnification shall not be limited by any limitation on the amount or type of damages, compensation or benefits payable by or for any employee benefit plan or from any source. This indemnification shall not be limited by any limitation on the amount or type of damages, compensation or benefits payable by or for any employee benefit plan or from any source.

Michael E. Foley  
FAX: 684 5681  
Cleveland, OH 44115  
(227) 144 8986


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ACCREDITATION INFORMATION AS REQUISITE FOR AGENT

The undersigned, having been designated as a registered agent by COLLINS AND FAYNE  
MINNAPOLIS HOSPITAL, INC. in its Articles of Incorporation, hereby accepts such designation  
and agrees to comply with the provisions of FRS, § 48.99, relating to keeping the corporation's  
registered office open.

  
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MINNAPOLIS HOSPITAL, INC.  
Registered Agent

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Minneapolis, MN  
Phone: 6699  
Cable: 1337597  
(227) 441-9065

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