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FLORIDA PROFIT/NON PROFIT CORPORATION

Alafia River Animal Hospital, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ALAFIA RIVER ANIMAL HOSPITAL, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

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**ARTICLE I
NAME AND ADDRESS**

Name: The name of the corporation is Alafia River Animal Hospital, Inc.

Address of Principal Office: The address of the principal office of the corporation is 5108 Pine Rocklands Avenue, Lithia, Florida 33547.

Mailing Address: The mailing address of the corporation is 5108 Pine Rocklands Avenue, Lithia, Florida 33547.

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the initial registered office of this corporation is: Gresham R. Stoneburner, 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207.

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ARTICLE VI DIRECTORS

(a) Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Ellen M. Matheson.	5108 Pine Rocklands Avenue Lithia, Florida 33547.
John M. Matheson	5108 Pine Rocklands Avenue Lithia, Florida 33547

ARTICLE VII BYLAWS

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator of this corporation are: :

<u>Name</u>	<u>Address</u>
Ellen M. Matheson.	5108 Pine Rocklands Avenue Lithia, Florida 33547.

ARTICLE IX INDEMNIFICATION

The board of directors is hereby specifically authorized to make provision

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for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 27th day of December, 2007.

Ellen M. Matheson
Ellen M. Matheson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

Gresham R. Stoneburner
Gresham R. Stoneburner
Registered Agent

Dated: December 27, 2007.

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