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LAW OFFICES

#### SCRUGGS & CARMICHAEL, P.A.

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA
TELEPHONE (352) 376-5242
FAX (352) 375-0690

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4041 N.W. 37th PLACE
SUITE B
GAINESVILLE, FLORIDA 32608
TELEPHONE (352) 374-4120
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WEST OFFICE

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ELIZABETH A. MARTIN

#CERTIFIED CIVIL MEDIATOR

DENNIS J. EISINGER

JEFFREY R. DOLLINGER

JEFFERSON M. BRASWELL

KEVIN DALY

CHARLES W. LITTELL

FRANK P. SAIER

June 5, 2008

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Redman Animal Chiropractic, P.A.

To whom it may concern:

Please find enclosed original Articles of Incorporation of Redman Animal Chiropractic, P.A. and our trust check in the amount of \$78.75 to file same with the Secretary of State.

Thank you in advance for your kind cooperation in this matter.

Teri Blackman

/tb Encl.

COMPLETED ASSESSMENT OF THE CO

## ARTICLES OF INCORPORATION OF

#### REDMAN ANIMAL CHIROPRACTIC, P.A.

The undersigned, subscriber to these Articles of Incorporation, being a natural person competent to contract and a veterinarian duly licensed to render professional services as such, hereby associates themselves in the formation of a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 621, Florida Statutes:

#### ARTICLE I

#### **CORPORATE NAME**

The name of the corporation shall be REDMAN ANIMAL CHIROPRACTIC, P.A. The company shall have perpetual existence.

#### ARTICLE II

#### **GENERAL PURPOSE**

The general purpose for which this corporation is organized shall be:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a veterinarian duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are licensed or otherwise legally authorized under the laws of the State of Florida to conduct a veterinary practice.

#### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to issue and have outstanding at any time is Five Thousand (5000) shares of common stock at a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV

#### SHAREHOLDER RESTRICTIONS

No one other than the individuals who are duly licensed or otherwise legally authorized to engage in a practice of furnishing veterinarian services in the State of Florida may own stock of this corporation. No

shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. Any stockholder who becomes legally disqualified to practice veterinary care shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his/her stock in this corporation, except to another individual duly licensed or otherwise legally authorized to practice veterinary care in the State of Florida as permitted by the bylaws of the Corporation.

#### ARTICLE V

#### TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void <u>ab initio</u>.

#### ARTICLE VI

#### PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation in the State of Florida is 5318 SW 91<sup>st</sup> Terrace, Suite A, Gainesville, Florida 32608.

### ARTICLE VII REGISTERED AGENT

The name of the initial registered agent of this corporation is Frank P. Saier, and the address of the registered agent is 4041-B NW 37<sup>th</sup> Place, Gainesville, Florida 32606.

### ARTICLE VIII INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one (1) nor more than nine (9).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and qualified, are:

Name

Address

Sean Redman

3675 SW 57<sup>th</sup> Court Ocala, Florida 34474

#### ARTICLE IX

#### **INCORPORATOR**

The name and address of the Incorporator of the corporation is Frank P. Saier, 4041-B NW 37<sup>th</sup> Place, Gainesville, Florida 32606.

#### **ARTICLE X**

#### **AMENDMENT TO ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto by a vote of seventy-five percent (75%) of the stockholders of the corporation.

#### ARTICLE XI

#### INDEMNIFICATION

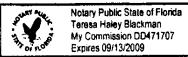
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator had made and subscribed these Articles of Incorporation at Gainesville, Florida, this \_\_\_\_\_ of June 2008.

Frada D. Calar

### STATE OF FLORIDA COUNTY OF ALACHUA

,	ned authority personally appeared Frank P. Saier, to me personally known
or who provided	as identification and known to be the person
described in and who executed the fe	oregoing Articles of Incorporation as Incorporator of said Corporation,
	ore me that he signed the same freely and voluntarily for the uses and
purposes mereni expressed.	
WITNESS my hand and sea	l at Gainesville, Alachua County, Florida, this 3 day of June 2008.
	Juna Caley Blackman
Notary Public State of Florida Teresa Haley Blackman My Commission DD471707	Notary Public, State of Florida  My Commission expires:



#### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above named 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.

Dated this 2 day of June 2008.

By: Frank P. Saier

STATE OF FLORIDA COUNTY OF ALACHUA

BEFORE ME, the undersigned authority personally appeared Frank P. Saier, to me personally known or who provided \_\_\_\_\_\_ as identification and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Gainesville, Alachua County, Florida, this 3 day of June 2008.

Notary Public, State of Florida

My Commission expires:

Notary Public State of Florida Teresa Haley Blackman My Commission DD471707 Excires 09/13/2009

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#### FLORIDA DEPARTMENT OF STATE Division of Corporations

June 9, 2008

Ponocos3486

BROOKS MANAGMENT STAFFING, INC. 136 MINNIEHAHA CIRCLE HAINES CITY, FL 33844 400131071944 06/09/08--01048--002 \*\*98.00

SUBJECT: BROOKS MANAGMENT STAFFING, INC.

Ref. Number: P07000083486

This letter is to advise you that as of June 9, 2008 the ARTICLES OF INCORPORATION for BROOKS MANAGMENT STAFFING, INC. have been reactivated.

We received a check for Debit Memo #80970-K as a replacement check for the one that was returned by your bank.

If further information is needed, please do not hesitate to contact me.

Sincerely, Melinda Lilliston Division of Corporations