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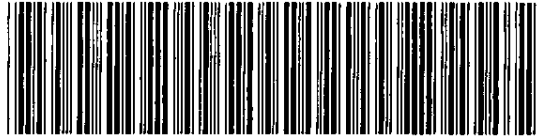
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2008 DEC 12 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Spira, Beadle & McGarrell, P.A.**

*Attorneys & Counselors at Law*

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December 10, 2008

*Of Counsel*

Michelle Stein Spira

**VIA FEDERAL EXPRESS**

Department of State

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

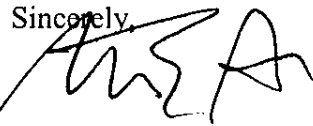
Re: VIERA EAST VETERINARY CENTER, PA

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with my check in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles to be returned to this office.

Thank you for your assistance in this matter.

Sincerely,



STEPHEN E. SPIRA

SES/djf  
Enclosures

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**ARTICLES OF INCORPORATION  
OF  
VIERA EAST VETERINARY CENTER, P.A.**

DEC 12 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, subscriber to these Articles of Incorporation, a natural person, competent to contract, and an attorney duly licensed to render services as such under the laws of the State of Florida, hereby form a professional service corporation, pursuant to the provisions of Chapter 621, under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is: VIERA EAST VETERINARY CENTER, P.A.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of providing veterinary services.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 5405 Village Drive, Viera, Florida 32955.

The name and address of the initial registered agent of this corporation is: LINDA K. MADYDA, 5405 Village Drive, Viera, Florida 32955.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The names and addresses of the initial Directors of the corporation are:

| <u>NAME</u>     | <u>ADDRESS</u>                             |
|-----------------|--|
| SANDRA HELPLING | 5405 Village Drive<br>Viera, Florida 32955 |
| LINDA K. MADYDA | 5405 Village Drive<br>Viera, Florida 32955 |
| ALISON BYWATER  | 5405 Village Drive<br>Viera, Florida 32955 |

#### **ARTICLE VIII**

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

| <u>NAME</u>     | <u>ADDRESS</u>                             |
|-----------------|--|
| SANDRA HELPLING | 5405 Village Drive<br>Viera, Florida 32955 |

#### **ARTICLE IX**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

|                |                  |
|----------------|------------------|
| President      | -LINDA K. MADYDA |
| Vice President | -SANDRA HELPLING |
| Vice President | -ALISON BYWATER  |
| Secretary      | -ALISON BYWATER  |

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

#### **ARTICLE X - BY-LAWS**

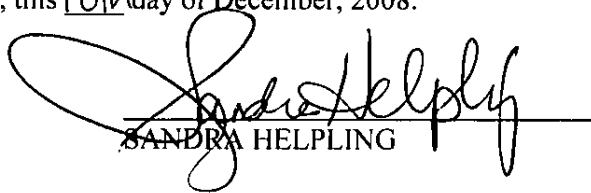
Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS**

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 10th day of December, 2008.

  
SANDRA HELPLING

#### **DESIGNATION OF REGISTERED AGENT**

**I HEREBY ACCEPT** the designation as Registered Agent of VIERA EAST VETERINARY CENTER, PA.

  
LINDA K. MADYDA