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MERGER OR SHARE EXCHANGE

VETERINARY ORTHOPEDIC IMPLANTS, INC

Certificate of Status	0
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Corporation Act.

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

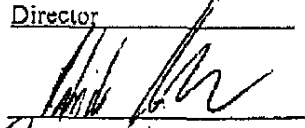
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

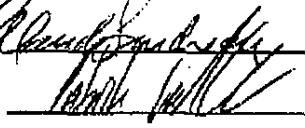
Typed or Printed Name of Individual & Title

Veterinary Orthopedic Implants, Inc. (FL)



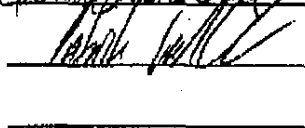
Patrick Gendreau, President

Veterinary Orthopedic Implants, Inc. (IL)



Claude Gendreau, President

Veterinary Orthopedic Implants, Inc. (VT)



Patrick Gendreau, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Veterinary Orthopedic Implants, Inc. Florida

Veterinary Orthopedic Implants, Inc.

See attached Plan of Merger.

See attached Plan of Merger, Section 2.

(Attach additional sheets if necessary)

claim, action, or proceeding pending by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, and the Surviving Corporation may be substituted in the place of either Constituent Corporation; and neither the rights of creditors or any liens upon the property of the Constituent Corporations shall be impaired by the Merger;

- (d) the Articles of Incorporation of the Florida Corporation, as then in effect, shall be and constitute the Articles of Incorporation of the Surviving Corporation until amended or changed in accordance with Florida law; and
- (e) the By-Laws of the Florida Corporation, as then in effect, shall be and constitute the By-Laws of the Surviving Corporation until amended, changed, or repealed in accordance with said By-Laws and Florida Law;
- (f) the Directors of the Florida Corporation then in office shall be and constitute the Directors of the Surviving Corporation until their respective successors shall have been elected and have qualified or until their earlier resignation, removal, or replacement.

§2.

Conversion of Interests

Also at and as of the Effective Time:

- (a) Each and all of the authorized, issued and/or outstanding shares of stock in the Constituent Corporations issued shall, by virtue of the Merger and without any surrender of interests or other action on the part of the holder thereof, be canceled and retired.
- (b) Each outstanding share of stock in the Illinois Corporation shall, by virtue of the Merger and without any surrender of interest or other action on the part of the holder thereof, be converted into one (1) fully paid and non-assessable share of stock in the Surviving Corporation, and the holder thereof shall have the same rights as such holder would have had if such interests had been issued at the Effective Time by the Surviving Corporation.
- (c) Each outstanding share of stock in the Vermont Corporation shall, by virtue of the Merger and without any surrender of interest or other action on the part of the holder thereof, be converted into one (1) fully paid and non-assessable share of stock in the Surviving Corporation, and the holder thereof shall have the same rights as such holder would have had if such interests had been issued at the Effective Time by the Surviving Corporation.

- (d) Each shareholder of stock in a Constituent Corporation shall present his, her, or its certificate for shares of stock in such Constituent Corporation to the Secretary of the Surviving Corporation for the exchange of interests set forth herein, and the resulting issuance of a new stock certificate for such shareholder's shares in the Surviving Corporation.

§3.

Shareholder Approval; Certificate of Merger; Effective Date

The Illinois Corporation recites, represents, and warrants that this Agreement and the consummation by the Illinois Corporation of the plan of merger set forth herein has been duly authorized and approved by the Shareholders of the Illinois Corporation, in accordance with the Illinois Business Corporations Act and the laws of the State of Illinois.

The Vermont Corporation recites, represents, and warrants that this Agreement and the consummation by the Vermont Corporation of the plan of merger set forth herein has been duly authorized and approved by the Shareholders of the Vermont Corporation, in accordance with the Vermont Business Corporations Act and the laws of the State of Vermont.

The Florida Corporation recites, represents, and warrants that this Agreement and the consummation by the Florida Corporation of the plan of merger set forth herein has been duly authorized and approved by the Shareholders of the Florida Corporation, in accordance with the Florida Business Corporations Act and the laws of the State of Florida.

The Corporations jointly recite that they have, concurrently with their execution of this Agreement, executed Articles of Merger (the "Articles of Merger") for filing with the Secretary of State of Florida, the Secretary of State of Illinois, and the Secretary of State of Vermont, in the form required by the laws of each State.

The Corporations will, as soon as practicable, file such Articles of Merger with the Secretary of State of Illinois, the Secretary of State of Florida, and the Secretary of State of Vermont, and the merger shall be deemed effective (the "Effective Time") on such filing date.

§4.

Service of Process

The Surviving Corporation covenants and agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Constituent Corporations as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any Shareholder as determined in appraisal proceedings pursuant to the provisions of the Florida Business Corporation Act.

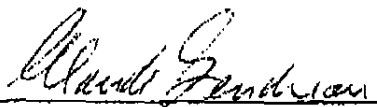
The Surviving Corporation covenants and agrees that: it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of the Illinois Corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Illinois Corporation; it has irrevocably appointed the Secretary of State of Illinois to be its agent to accept service of process in any such proceeding; and, it will promptly pay to any dissenting shareholders of the Illinois Corporation the amount, if any, to which they shall be entitled under the provisions of the Illinois Business Corporation Act of 1983 with respect to the rights of such dissenting shareholders.

The Surviving Corporation covenants and agrees that: it has appointed the Secretary of State of Vermont as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Vermont Corporation; and, it will promptly pay to the dissenting shareholders of the Vermont Corporation the amount, if any, to which they are entitled under chapter 13 of the Vermont Business Corporation Act.

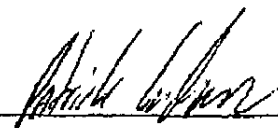
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IN WITNESS WHEREOF, the Corporations have executed, delivered, and sealed this Plan of Merger on and as of the date first above written.

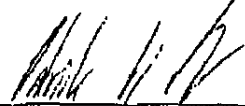
VETERINARY ORTHOPEDIC IMPLANTS, INC.,
AN ILLINOIS CORPORATION

BY: 
Its President

VETERINARY ORTHOPEDIC IMPLANTS, INC., A
VERMONT CORPORATION

BY: 
Its President

VETERINARY ORTHOPEDIC IMPLANTS, INC., A
FLORIDA CORPORATION

BY: 
Its President