

P1000002450,

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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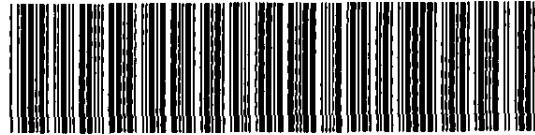
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2010 MAR 19 PM 2:25

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10 MAR 19 PM 2:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Attention  
Karon Beyers -  
Asst. Director  
per Nat. Doliner

Account Number FCA000000017

Reference:  
(Sub Account)

Date: March 19, 2010

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Joan Perrenot (ext. 5243)

Corporation Name: MVS - GVS, Inc.

Entity Number:

Authorization: J Perrenot

☒ Certified Copy  
☒ New Filings *ART. OF INC.*  
☐ Fictitious Name

☒ Certificate of Status  
☐ Plain Stamped Copy  
☐ Annual Report  
☐ Amendments  
☐ Registration

( X ) Call When Ready

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Client: 00894 Matter: 46458  
Name: Doliner Office: Tampa

ARTICLES OF INCORPORATION  
OF  
MVS-GVS, Inc.

FILED  
10 MAR 19 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

**MVS-GVS, Inc.**

ARTICLE II

Initial Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is **3000 Busch Lake Blvd., Tampa, Florida 33614**. The mailing address of the Corporation is **29080 Inkster Road, Southfield, Michigan 48034**.

ARTICLE III

Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV

Capital Stock

The total number of shares of capital stock that the Corporation shall have authority to issue is ten thousand (10,000) common shares ("Common Shares").

ARTICLE V

Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is **3000 Busch Lake Blvd., Tampa, Florida 33614**, and the name of its initial registered agent at that address is **Darryl S. Shaw**.

ARTICLE VI

Incorporator

The name and address of the sole incorporator are as follows:

Name

Douglas E. Kelin

Address

3910 Telegraph Road, Suite 200  
Bloomfield Hills, Michigan 48302

## **ARTICLE VII**

### **Purposes**

The sole purposes of the Corporation are (i) to own membership interests in BluePearl Veterinary Partners, LLC, a Delaware limited liability company ("BluePearl"), (ii) to do all things reasonably incident thereto, and (iii) to engage in any other lawful act, activity or business that is authorized or approved in writing by a majority of the managers of BluePearl (which authorization or approval may be withheld in the sole discretion of such managers). At such time as the Corporation does not own any membership interests in BluePearl, the purpose of the Corporation will be to engage in any lawful act, activity, or business permitted under the laws of the State of Florida.

## **ARTICLE VIII**

### **Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE IX**

### **Amendment**

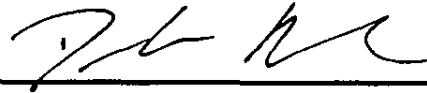
(a) Except as provided in paragraph (b) of this Article IX, the Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted herein upon shareholders or directors are granted subject to this reservation.

(b) Notwithstanding any of the provisions of these Articles of Incorporation or the bylaws of the Corporation, but subject to paragraph (c) of this Article IX, no amendment of these Articles of Incorporation shall amend, alter, change, or repeal any of the provisions of **Article VII** of these Articles of Incorporation, unless such amendment, in addition to receiving any other shareholder vote or consent required by the laws of the State of Florida, shall be authorized or approved in writing by a majority of the managers of BluePearl (which authorization or approval may be withheld in the sole discretion of such managers).

(c) At such time as the Corporation does not own any membership interests in BluePearl, the provisions of paragraph (b) of this Article IX shall lapse and shall be of no further force or effect.

[Remainder of page intentionally left blank]

Dated this 19th day of March, 2010.

A handwritten signature in black ink, appearing to read "D. E. Kelin", is written over a solid horizontal line.

Douglas E. Kelin  
Incorporator

**FILED**

**10 MAR 19 PM 2:37**

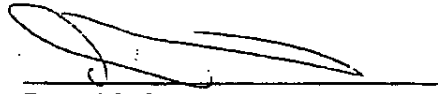
**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**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) I hereby accept the appointment of registered agent and agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 19th day of March, 2010.

**REGISTERED AGENT**

A handwritten signature in black ink, appearing to read "Darryl S. Shaw", written over a horizontal line.

**Darryl S. Shaw**