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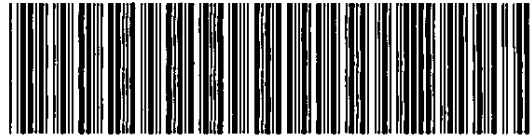
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8/14
[Signature]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BEACHES ANIMAL ER, P.A.

Signature _____

Requested by: SETH

08/13/13

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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ARTICLES OF INCORPORATION
OF
BEACHES ANIMAL ER, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally, authorized to practice the profession of veterinary medicine in the state of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following Articles of Incorporation.

ARTICLE I
Name and Principal Address

The name and principal address of the corporation shall be: Beaches Animal ER, P.A., 7530 Merrill Road, Jacksonville, Florida 32277. The mailing address is the same.

ARTICLE II
Duration

This corporation shall have perpetual existence.

ARTICLE III
Purpose

The purpose of the corporation and the nature of its business is as follows:

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1. To render the practice of veterinary medicine to the public, which shall include preventing, diagnosing, curing or relieving in any degree or professing to diagnose, treat, cure or relieve any disease, injury, ailment or defect in animals. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F. S. A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of and the practice of veterinary medicine.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation.

3. The services of this Corporation which consists of the practice of veterinary medicine shall be carried out only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice veterinary medicine.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the administrative rules of the

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various agencies, departments or boards, now or hereafter, regulating the practice of veterinary medicine in the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall not be issued to anyone other than an individual who is duly licensed to practice veterinary medicine in the state of Florida and is an active practitioner in good standing with the Board of Veterinary Medicine, Department of Professional Regulation.

ARTICLE V
Preemptive Rights

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

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The street address of the initial registered office of this corporation is 2215 South Third, Suite 101, Jacksonville Beach, FL 32250 and the name of the initial registered agent of this corporation at that address is D. Randall Briley.

ARTICLE VII
Initial Board of Directors

This corporation shall have four (4) directors initially.

The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). No person shall serve as a member of the Board of Directors unless such person is an individual who is duly licensed to practice veterinary medicine in the state of Florida and is an active practitioner in good standing with the Board of Veterinary Medicine, Department of Professional Regulation. The names and addresses of the initial board of directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| Jeffrey Cole Woods, DVM | 7530 Merrill Road Jacksonville, FL 32277 |
| Alan Weldon, DVM | 3750 Riverside Avenue Jacksonville, FL 32205 |
| Martina Waters, DVM | 1829 Seminole Road Atlantic Beach, FL 32233 |

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Peter Prince, DVM

11359 Old ST. Augustine Road
Mandarin, FL 32258

ARTICLE VIII
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|-------------------------|--|----------------------|
| Peter Prince, DVM | 11359 Old ST. Augustine Rd Mandarin, FL 32258 | President |
| Alan Weldon, DVM | 3750 Riverside Avenue Jacksonville, FL 32205 | Vice President |
| Jeffrey Cole Woods, DVM | 7530 Merrill Road Jacksonville, FL 32277 | Treasurer |
| Martina Waters, DVM | 1829 Seminole Road Atlantic Beach, FL 32233 | Secretary |

ARTICLE IX
Subscriber

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The name and street address of the subscriber to these articles of incorporation is as follows:

NAME

ADDRESS

Jeffrey Cole Woods, DVM

7530 Merrill Road
Jacksonville, FL 32277

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII
Corporation Business

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock

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shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

ARTICLE XIII
RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

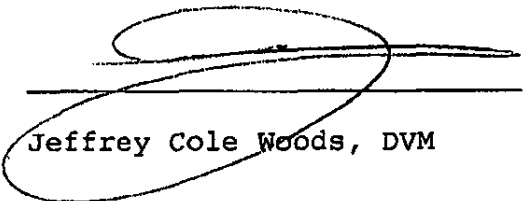
ARTICLE XIV
DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation which has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her right to

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continue rendering such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the corporation.


IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 9 day of August, 2013.


Jeffrey Cole Woods, DVM

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by Jeffrey Cole Woods, DVM, who is personally known to me and/or who has produced N/A as identification and who did/did not take an oath, this 9th day of August, 2013, 2013.




Notary Public
Printed Name:
My Commission Expires

I hereby accept the designation of registered agent for the above-mentioned corporation at the above-mentioned address, city, and state.


D. Randall Briley

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