

**P95000019635**

**TAMARA VAUGHN, P.A.**  
Attorney at Law

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Miami, Florida 33133

Telephone (305)567-2566

March 6, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600001425416  
-03/09/95--01077--013  
\*\*\*122.50 \*\*\*122.50

RE: REDLAND VETERINARY CLINIC, INC.

To whom it may concerned:

Enclosed please find one original and one copy of the Articles of Incorporation for the above referenced corporation and a check for the filing fee in the amount of \$122.50.

Subsequent to filing same, please send the return documents to me at the address indicated herein.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at (305)567-2566.

Very truly yours,

  
Tamara A. Vaughn

FILED  
95 MAR -9 AM 9:13  
TALLAHASSEE, FLORIDA

D. BROWN MAR 13 1995

**ARTICLES OF INCORPORATION  
OF  
REDLAND VETERINARY CLINIC, INC.**

**FILED**  
95 MAR -9 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida (Florida Business Corporation Act), as they now exist or may be amended, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this Corporation shall be: **REDLAND VETERINARY CLINIC, INC.**

**ARTICLE II**

**Address.** The principal office and mailing address of the corporation shall be 24840 S.W. 177th Avenue, Homestead, Florida 33031 and the name and address of its initial registered agent shall be: Tamara A. Vaughn, Esq., 1880 South Bayshore Drive, Miami, Florida 33133.

**ARTICLE III**

**Duration.** This Corporation is to have perpetual existence or until dissolved on a vote of the shareholders as provided for herein.

**ARTICLE IV**

**Purpose.** The general purposes for which the Corporation is organized are the following:

- (a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (b) To do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

#### ARTICLE V

Capital Stock. The Corporation is authorized to issue 100 shares at \$1.00 par value common stock. All such shares are of one class and shall be designated "common stock".

#### ARTICLE VI

The amount of capital with which this corporation shall begin business is \$100.00.

#### ARTICLE VII

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 in proportion to their ownership.

#### ARTICLE VIII

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

#### ARTICLE IX

Preemptive Rights. Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right is subject to modification in any written Shareholders' Agreements executed by all Shareholders of the Corporation.

#### ARTICLE X

Initial Directors. This Corporation shall have one (1) director initially. The number of Directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is: Deborah Carleton, DVM, 24840 S.W. 177th Avenue, Homestead, Florida 33031.

#### ARTICLE XI

Incorporator. The name and address of the person signing these Articles of Incorporation is: Deborah Carleton, DVM, 24840 S.W. 177th Avenue, Homestead, Florida 33031.

#### ARTICLE XII

Amendment. This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any

amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE XIII

Indemnification. The Corporation shall indemnify all Officers and Directors, and former Officers and Directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

#### ARTICLE XIV

Bylaws. The initial director shall submit the proposed bylaws to the shareholders at the meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### ARTICLE XV

Dissolution. The corporation may be dissolved at any time by (1) unanimous written consent of the shareholders; or, (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by

the shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of March, 1995.

Deborah Carleton D/M

STATE OF FLORIDA )

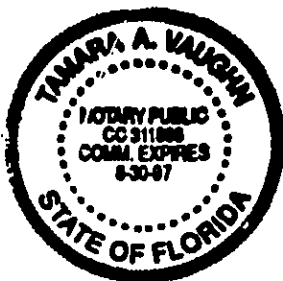
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DEBORAH CARLETON, who is known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath and acknowledged that she executed these Articles of Incorporation this 4 day of March, 1995.

Tamara A. Vaughn  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission expires:

Tamara A. Vaughn  
Printed Name of Notary



**CERTIFICATION OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
95 MAR -9 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: **REDLAND VETERINARY CLINIC, INC.**

2. The name and address of the registered agent and office is:  
Tamara A. Vaughn, Esq., 1880 South Bayshore Drive, Miami, Florida 33133

Deborah Crockett DVM  
INCORPORATOR

DATE: 3-4-95

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Tamara A. Vaughn  
REGISTERED AGENT

DATED: 3/4/95