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SHEAR, NEWMAN, HAHN & ROSENKRANZ
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

DEBRA L. BOJE
GLENN M. BURTON
JEFFREY DREW BUTT
SCOTT P. DISTASIO
GARY W. FLANAGAN
JAMES R. FREEMAN*
WILLIAM E. HAHN+
THOMAS M. HOELER
KIMBERLY D. HOLLADAY
BRUCE DOUGLAS LAMB
ROLAND J. LAMB+
RODNEY W. MORGAN
JERRY L. NEWMAN**
MARK J. RACUSA
STANLEY W. ROSENKRANZ*
MARILYN DRIVAS SANDBORN
KELLY JO SCHMEDT
CHRISTOPHER J. SCHULTE
L. DAVID SHEAR

ENTERPRISE PLAZA
201 EAST KENNEDY BLVD
TENTH FLOOR
SUITE 1000
POST OFFICE BOX 2378
TAMPA, FLORIDA 33601
(813) 228-8530
FAX (813) 221-9122

OF COUNSEL:
T. PAINE KELLY, JR.
LEONARD L. KLEINMAN
JOHN G. PARÉ

March 10, 1995

* BOARD CERTIFIED CIVIL TRIAL LAWYER
* BOARD CERTIFIED IN TAXATION
* CERTIFIED CIRCUIT COURT MEDIATOR

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001428071
-03/13/95--01060--015
*****70.00 *****70.00

RE: Articles of Incorporation for:
BVS, INC.

Dear Sir or Madam:

Enclosed for filing, on behalf of **BVS, INC.** are:

1. Articles of Incorporation (an original and one copy), and
2. Certificate of Designation/Registered Agent

Please file the Articles of Incorporation and Certificate of Designation and return a "filed copy" to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check for \$70.00 representing the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 filing fee for the Certificate of Designation/Registered Agent.

Please call me if you have any questions or need additional information.

Sincerely,

Marilyn D. Sandborn

Marilyn Drivas Sandborn

MDS:jc/192250

Encl.

cc: James E. Bailey (w/o encl)

NANCY HENDRICKS MAR 15 1995

**ARTICLES OF INCORPORATION
OF
BVS, INC.**

FILED
95 MAR 13 AM 10 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **BVS, Inc.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is: **BVS, INC.**

ARTICLE II
Commencement of Existence

The existence of the corporation shall commence upon the filing of these Articles of Incorporation.

ARTICLE III
Purpose

This corporation is formed to engage in (i) consulting and related activities which are related, directly or indirectly, to the care and treatment of animals and (ii) any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Duration

The term of existence of the Corporation is perpetual.

ARTICLE V
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per

share. The Corporation, as authorized by the board of directors may issue shares for any consideration described in Section 607.0621, Florida Statutes or otherwise provided by law.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: **2330 S.W. Williston Road, #421, Gainesville, Florida 32608** and the name of the corporation's initial registered agent at that address is **JAMES E. BAILEY**.

ARTICLE VII
Mailing Address and Address of Principal Office

The mailing address and the principal office of the Corporation is: **2330 S.W. Williston Road, #421, Gainesville, Florida 32608**.

ARTICLE VIII
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
James E. Bailey	2330 S.W. Williston Road #421 Gainesville, Florida 32608

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
James E. Bailey	2330 S.W. Williston Road #421 Gainesville, Florida 32608

ARTICLE X
Subchapter S Election: Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code, of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

ARTICLE XI
Bylaws

Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XII
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation; however, the unanimous consent of the shareholders entitled to vote is required to amend Article X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1995.


JAMES E. BAILEY, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: **BVS, Inc.**
2. The name and address of the registered agent and office is:

James E. Bailey
2330 S.W. Williston Road
#421
Gainesville, Florida 32608

FILED
95 MAR 13 11 10 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Signature: James E. Bailey
JAMES E. BAILEY, Registered Agent

Date: 3/6/95