

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0101 FAX

800-342-8086



P9500028367

ACCOUNT NO. : 072100000032

REFERENCE : 574634 10690A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : April 10, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 574634

CUSTOMER NO: 10690A

CUSTOMER: Ms. Stacy L. Burgett
WATSON SOILEAU DELEO & BURGETT

Suite C
1970 Michigan Avenue
Cocoa, FL 32923

500001452115
-04/10/95--01040--005
****131.25 ****131.25

DIVISION OF
CORPORATION

DOMESTIC FILING

NAME: V.E.A.C., P.A.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN APR 11 1995

FILED
95 APR 10 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
V.E.A.C., P.A.**

FILED
95 APR 10 AM 8 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of veterinary medicine in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I
NAME**

The name of the Corporation is: V.E.A.C., P.A.

**ARTICLE II
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved upon a vote of the shareholders as hereafter provided.

**ARTICLE III
PURPOSE**

The purposes for which this corporation is formed are:

A. To engage in the practice of veterinary medicine as a professional corporation and to own and operate a veterinary medical clinic for the purposes of providing medical care and treatment.

B. To promote veterinary medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

C. To do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provision of these articles of incorporation.

D. The purposes and professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of veterinary medicine is not less than FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE VI
PRINCIPAL OFFICE**

The address of the corporation's principal office is 1934 S. Fiske Boulevard, Rockledge, Florida 32955, County of Brevard, State of Florida. The name of the initial registered agent of the corporation located at such office is Gregory C. Shinn, DVM. The registered office and the principal office of the corporation shall be one and the same.

**ARTICLE VII
CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on professional service corporations by the laws of the State of Florida.

**ARTICLE VIII
SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is:

**GREGORY C. SHINN, DVM
1934 S. Fiske Blvd.
Rockledge, Florida 32955**

**ARTICLE IX
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

**GREGORY C. SHINN, DVM
1934 S. Fiske Blvd.
Rockledge, FL 32955**

BENJAMIN A. MORSE, DVM
1934 S. Fiske Blvd.
Rockledge, FL 32955

The initial directors shall hold office until their successors are elected and qualify as provided in the Bylaws. Thereafter the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X
BYLAWS

The initial directors shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the Bylaws by a majority vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty-one (51%) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders

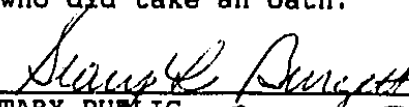
pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Rockledge, Florida, on the 7th day of APRIL, 1995.


GREGORY C. SHINN, DVM
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, this 7th day of April, 1995, by **GREGORY C. SHINN, DVM**, who is personally known to me and who did take an oath.


NOTARY PUBLIC

NAME PRINTED: Stacy L. Burgett

STATE OF FLORIDA AT LARGE

(S E A L)

My Commission Expires:



STACY L. BURGETT
My Commission CC375106
Expires May. 23, 1996
Bonded by HAI
800-422 1556

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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:

V.E.A.C., P.A.

2. The name and address of the registered agent and office is:

Gregory C. Shinn, DVM
1934 S. Fiske Blvd.
Rockledge, FL 32955

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 POSITIONS AS REGISTERED AGENT.

Signature: _____

GREGORY C. SHINN, DVM

Date: _____

4/7/95

FILED
95 APR 10 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA