

LICENSED IN
FLORIDA & TEXAS

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May 8, 1996

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

Re: Marion Veterinary Hospital, P.A.

200001815702
-05/09/96--01110--021
****122.50 ****122.50

Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation and Designation and Acceptance of Registered Agent.

Also enclosed is a check in the amount of \$122.50, representing payment of the fees for filing and a certified copy.

Thank you for your assistance in this matter.

If you have any questions, please give me a call.

Sincerely,

Steve Bairstow/MB

Steve Bairstow

SB:mb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001815702

**ARTICLES OF INCORPORATION
OF
MARION VETERINARY HOSPITAL, P.A.**

The undersigned subscriber to these Articles of Incorporation being duly licensed to practice veterinary medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE ONE - NAME

The name of the professional service corporation is Marion Veterinary Hospital, P.A.

ARTICLE TWO - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2532 S.E. 17th St., Ocala, FL 34471

ARTICLE THREE - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of veterinary medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE FOUR - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE FIVE - CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice veterinary medicine in the State of Florida.

ARTICLE SIX - REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this professional service corporation are:

George Edwards, D.V.M.
2532 S.E. 17th St.
Ocala, Florida 34471

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ARTICLE SEVEN - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors of the corporation shall consist of one (1) member.

The names and addresses of the first board of directors are:

| Name | Address |
|------------------------|--|
| George Edwards, D.V.M. | 2532 S.E. 17th St. Ocala, Florida 34471 |

ARTICLE EIGHT - INCORPORATOR

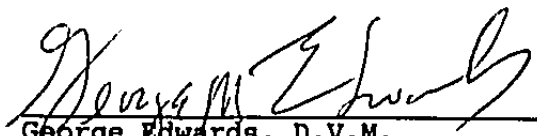
The name and address of the person signing these articles of incorporation as incorporator are:

George Edwards, D.V.M.
2532 S.E. 17th St.
Ocala, Florida 34471

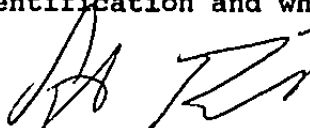
ARTICLE NINE - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, incorporator executed these articles of incorporation this 2nd day of May, 1996.


George Edwards, D.V.M.
Incorporator

The foregoing instrument was acknowledged before me this 2nd day of May, 1996, by George Edwards, who is personally known to me or who has produced Personally known as identification and who did take an oath.


Notary Public, State of Florida
Printed Name: Steve Bairstow
My commission Expires: 5/1/98

(SEAL)



STEVE BAIRSTOW
My Commission CC480702
Expires May. 21, 1998
Bonded by HAI
800-422-1558

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of the laws of the State of Florida, the undersigned professional service corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

(1) The name of the corporation is Marion Veterinary Hospital, P.A.

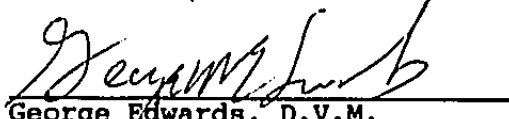
(2) The name of the registered agent is George Edwards, D.V.M.

(3) The address of the registered agent/registered office is 2532 S.E. 17th St., Ocala, Florida 34471.

Acceptance

Having been named as registered agent and designated to accept service of process for the above professional service corporation, I hereby accept the appointment as registered agent and agree to act in that 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.

Date: May 2, 1996


George Edwards, D.V.M.

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TALLAHASSEE, FLORIDA