

P96000077553

LAW OFFICES OF DANIEL T. WHITE, ESQ.

3502 Henderson Blvd.  
Tampa, Florida 33609

tele: 813/877-4672

fax: 813/876-4604

Via Express Courier

September 16, 1996

Division of Corporations  
Office of Secretary of State  
State of Florida  
George Firestone Bldg.  
409 E. Gaines Street  
Tallahassee, FL 32399

000001949580  
-09/17/96--01150--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: VETSOURCE, Inc.

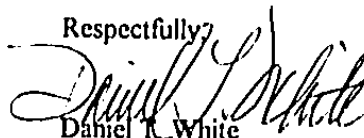
To whom it may concern:

Please find enclosed for filing one original and one photocopy of the following document:  
*Articles of Incorporation of Vetsource, Inc.*

In regard to the filing, you will also find enclosed a check in the amount of \$ 122.50, which pertains to the pertinent filing fees (\$35: registered agent statement; \$35: articles of amendment; \$52.50: certified copy of same). After filing, please return a certified copy of the Articles of Incorporation to me in the self-addressed envelope that you will also find enclosed.

Should you have any questions, please do not hesitate to call me. Thanks.

Respectfully,

  
Daniel T. White

Enclosures

SEP 18 1996

BSB

FILED  
96 SEP 17 AM 11:39  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**VETSOURCE, INC.**

FILED  
96 SEP 17 AM 11:39  
TALLAHASSEE, FLORIDA

**Article I: Name**

The name of the Corporation is VETSOURCE, INC.

**Article II: Duration**

The Corporation shall have perpetual existence.

**Article III: Purpose**

The Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Corporation may choose to engage in business activities.

**Article IV: Capital Stock**

(1) Capitalization. The total number of shares of stock which the Corporation shall have authority to issue is 1,000,000 shares, of which: 800,000 shares shall be Class A Voting Common Stock having a par value of \$.01 per share (the "Class A Stock"); 100,000 shares shall be Class B Non-Voting, Convertible Common Stock having a par value of \$.01 per share (the "Class B Stock"); and 100,000 shares shall be Preferred Stock having a par value of \$.01 per share (the "Preferred Stock"). The holders of shares of Common Stock or Preferred Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

(2) Common Stock. Except as may be set forth to the contrary in this Article IV, the Class A Stock and the Class B Stock (collectively, the "Common Stock") shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(a) Voting Subject to the voting powers, if any, granted hereunder or otherwise required by law to the holders of the Class B Stock or any series of Preferred Stock, and except as otherwise required by law, the Class A Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(b) Dividends, Combinations, Subdivisions and Mergers

(i) Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, holders of Common Stock shall be entitled to receive such dividends and distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor, provided that all such dividends and distributions shall be paid or made in equal amounts, share for share, to the holders of Common Stock as if a single class, except that, in the event that any dividend shall be declared in shares of Class A Stock or Class B Stock, such dividends shall be declared at the same rate per share on Class A Stock and Class B Stock, but the dividend payable on shares of Class A Stock shall be payable in shares of Class A Stock and the dividend payable on shares of Class B Stock shall be payable in shares of Class B Stock.

(ii) If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Class A Stock or Class B Stock, the outstanding shares of the other such class of Common Stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share.

(iii) In the event of any merger or consolidation of the Corporation with or into any other entity (whether or not the Corporation is the surviving entity) the holders of each class of Common Stock shall be entitled to receive the same per share consideration, if any.

(c) Rights on Liquidation. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of the Common Stock, as if such classes constituted a single class. For purposes of this paragraph, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding up of the Corporation.

(d) Conversion of Class B Stock

(i) In the event of an initial public offering (an "IPO") of any class of the Corporation's equity securities, all outstanding shares of Class B Stock shall, without any further act or deed on the part of the Corporation or any other person, be automatically converted on a share-for-share basis into shares of Class A Stock, effective immediately prior to the close of business on the effective date of the IPO. At such time, all rights of the holder of such shares of

Class B Stock as such shall cease and the person or persons in whose name or names a certificate or certificates are to be issued representing the shares of Class A Stock into which such shares of Class B Stock have been converted shall be treated for all purposes as having become the record holder or holders of such shares of Class A Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class A Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(ii) As promptly as practical after the conversion of shares of Class B Stock in the manner provided in subparagraph (d)(i) above, the Corporation will deliver to the former holder of Class B Stock or cause to be delivered at the office of the Corporation's transfer agent (which, until further written notice, shall be the Corporation) a certificate or certificates representing the number of full shares of Class A Stock issuable upon such conversion, issued in such name or names as such holder may direct, consistent with applicable state and federal securities laws.

(iii) No adjustments in respect of dividends shall be made upon the conversion of any share of Class B Stock; provided, however, that if shares of Class B Stock shall be converted subsequent to the record date for payment of a dividend or distribution on shares of Class B Stock and prior to such payment, the registered holder of any such shares shall at the close of business on such record date be entitled to receive the dividend or other distribution payable on account of such shares on the date set for payment of such dividend or other distribution notwithstanding the conversion thereof.

(iv) The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Stock, such number of shares of Class A Stock as shall be issuable upon the conversion of all such outstanding shares.

### (3) Preferred Stock.

(a) The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or noncumulative,

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and/or

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares;

(b) The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

#### **Article V: Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 3502 Henderson Blvd., 2nd Floor, Tampa, Florida 33609, and the name of the initial registered agent of the Corporation at that address is Daniel T. White, Esquire.

**Article VI: Principal Office and Mailing Address**

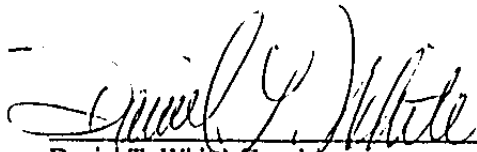
The principal office and mailing address of this Corporation is 3502 Henderson Blvd., 2nd Floor, Tampa, Florida 33609.

**Article VII: Incorporator**

The name and address of the incorporator of the Corporation and the person signing the Corporation's original Articles of Incorporation is:

Daniel T. White, Esquire  
3502 Henderson Blvd.  
Tampa, Florida 33609

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 16th day of September, 1996.

  
\_\_\_\_\_  
Daniel T. White, Esquire  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.



Daniel T. White, Esquire

Dated: September 16, 1996

FILED  
28 SEP 17 11:39  
TALLAHASSEE, FLORIDA

# P960000 77555

## LAW OFFICES OF DANIEL T. WHITE, ESQ.

715 Coral Reef Drive  
Tampa, Florida 33602

tele: 813/877-4672

fax: 813/876-4604

*Via Express Courier*

January 22, 1997

Division of Corporations  
Secretary of State  
State of Florida  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Vetsource, Inc.

To whom it may concern:

700002066787--2  
-01/23/97--01101--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

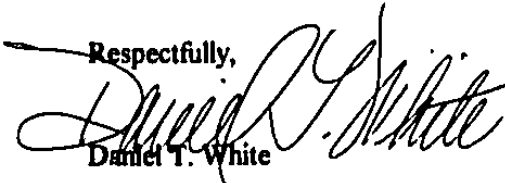
Please find enclosed one original and one photocopy of the following documents  
pertaining to the above referenced corporation:

- Articles of Amendment

In regard to the above document, I have enclosed a check made payable to the "Secretary of State" in the amount of \$87.50, comprising fees for the following: certified copy of the Amended Articles of Incorporation (\$52.50); enclosed Articles of Amendment (\$35).

In the enclosed self-addressed envelope, please return to me the certified copy of the document requested. Thank you.

Respectfully,

  
Daniel T. White

Enclosures

FILED  
97 JAN 23 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Name change*

*HTJ*

*1-29-97*



**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**  
**VETSOURCE, INC.**

**FILED**  
**97 JAN 23 AM 11:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

VETSOURCE, INC., a corporation incorporated and existing under the laws of the State of Florida (the "Corporation"), through the undersigned, hereby certifies the adoption of the following Articles of Amendments to its Articles of Incorporation pursuant to the provisions of Section 607.1006, Florida Statutes:

**FIRST:**     **Amendment.** Article I of the Corporation's current Articles of Incorporation shall be deleted in its entirety and replaced with the following:

"Article I: Name

The name of this Corporation shall be VETS' ON-LINE, INC."

**SECOND:**   **Date.** The amendment contained herein to Article I of the Corporation's Articles of Incorporation was duly adopted on January 18, 1997.

**THIRD:**     **Authorization.** The amendment contained herein to Article I of the Corporation's Articles of Incorporation, as contained herein, was approved and adopted by the shareholders, the number of votes cast in favor of and approving the amendment being sufficient for such approval and adoption.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 18<sup>th</sup> day of January, 1997.



Daniel T. White,  
Chairman, Board of Directors