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CLARK & CAMPBELL, P.A.
PROFESSIONAL ASSOCIATION

RONALD L. CLARK
TIMOTHY F. CAMPBELL
BERNARD H. GENTRY
DANIEL MEDINA, LL.M.
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LAKELAND, FLORIDA 33807-8558
(841) 847-5337
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OF COUNSEL
GEORGE A. BODE
REGISTERED PATENT ATTORNEY
ADMITTED IN FLORIDA, LOUISIANA
AND NEW JERSEY

December 4, 1996

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Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

Re: Articles of Incorporation for Cleveland Heights Animal Hospital, P.A.

Dear Sir or Madam:

Enclosed is an original and one executed copy of the proposed Articles of Incorporation for Straight & Associates, Inc., together with a certificate designating resident agent. Please approve and file the original and return a certified copy to me.

Also enclosed is my firm's check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Filing registered agent's certificate	<u>35.00</u>
TOTAL	\$122.50

FILED
96 DEC -6 PM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 9 1996
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Please let us know if anything further is required.

Sincerely,

Daniel Medina
Daniel Medina

enclosures
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ARTICLES OF INCORPORATION
OF
CLEVELAND HEIGHTS ANIMAL HOSPITAL, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I. NAME

The name of the professional service corporation is CLEVELAND HEIGHTS ANIMAL HOSPITAL, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 3710 Cleveland Heights Boulevard, Lakeland, Florida 33813.

ARTICLE III. 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 IV. 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 V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 5,000 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 VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 3710 Cleveland Heights Boulevard, Lakeland, Florida 33813. The name of the initial registered agent at that address is TOM D. HOUGHTON.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
TOM D. HOUGHTON.	3710 Cleveland Heights Boulevard, Lakeland, Florida 33813.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
TOM D. HOUGHTON.	3710 Cleveland Heights Boulevard, Lakeland, Florida 33813.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice veterinary medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. 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.

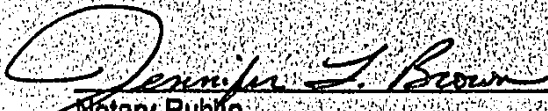
IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 4th day of December, 1996.


TOM D. HOUGHTON, Incorporator

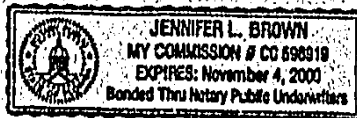
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared TOM D. HOUGHTON, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 4th day of December, 1996.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes, Section 48.091, the following is submitted:


That desiring to organize under the laws of the State of Florida, **CLEVELAND
HEIGHTS ANIMAL HOSPITAL, P.A.** with its principal office, as indicated in the Articles
of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named,
TOM D. HOUGHTON 3710 Cleveland Heights Boulevard, Lakeland, Florida
33813, as its agent to accept service of process within this state.


TOM D. HOUGHTON, Incorporator

FILED
96 DEC -6 PM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity and to comply with the provision of said act relative to keeping open said
office. I am familiar with and accept the obligations of Florida Statutes, §607.0505.


TOM D. HOUGHTON
Registered Agent

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