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NAME: VETERINARY PURCHASING SERVICES, INC.

AUDIT NUMBER.....H96000017204

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

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CHARLES A. BUFORD**
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CIVIL TRIAL LAWYER

**ALSO ADMITTED TO
PRACTICE IN NEW YORK

***ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

*BOARD CERTIFIED
BUSINESS LITIGATION LAWYER

December 9, 1996

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Veterinary Purchasing Services, Inc.
Fax Audit No. H96000017204 4

Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.


SHERI L. FLETCHER
Legal Assistant

Enclosures

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ARTICLES OF INCORPORATION
OF
VETERINARY PURCHASING SERVICES, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Veterinary Purchasing Services, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 2270 Drew Street, Suite B, Clearwater, Florida 34625.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 2270 Drew Street, Suite B, Clearwater, Florida 34625, and the name of the initial registered agent of the corporation at that address is: William C. Kelsey. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2680 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 798-4840
Florida Bar No. 243991

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ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be 1.

ARTICLE VI - INITIAL INCORPORATOR

Incorporators

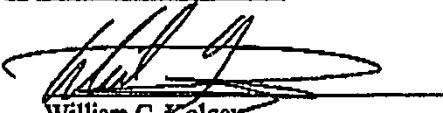
William C. Kelsey

Address

2270 Drew Street
Suite B
Clearwater, FL 34625

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Veterinary Purchasing Services, Inc. and acknowledge the same under the laws of the State of Florida, this 9 day of December, 1996.


William C. Kelsey
Incorporator and Registered
Agent

vet.ari

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