1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086

P96000102956

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198476 81875A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : December 23, 1996

ORDER TIME : 9:15 AM

ORDER NO. : 198476-005

CUSTOMER NO: 81875A

100002035921--1
-12/23/96--01016--018
****122.50 ****122.50

CUSTOMER: Jerome G. Schrader, Esq
SCHRADER JOHNSON AUVIL & BROCK
P.A.
P. O. Box 2337

Dade City, FL 33526-2337

DOMESTIC FILING

FILED
96 DEC 23 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: TAYLOR & TAYLOR OF DADE CITY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
96 DEC 23
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: ___

KR
12.23.96

FILED
96 DEC 23 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAYLOR & TAYLOR OF DADE CITY, P.A.

ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

The undersigned natural persons, competent and licensed to practice veterinary medicine in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be TAYLOR & TAYLOR OF DADE CITY, P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(a) The general practice of veterinary medicine as authorized by the laws of the State of Florida, including, but not limited to, the maintenance and operation of the veterinary clinic and hospital for animals of all types and sizes.

(b) To purchase or otherwise acquire, hold, own, and deal in real and personal property and any interest therein, necessary to carry out the intent and purpose of subparagraph (a) above, including, but not limited to, the office building in which the office of TAYLOR & TAYLOR OF DADE CITY, P.A., will operate, and all equipment, books, and supplies necessary for the operation of a veterinary clinic, to operate and maintain a veterinary laboratory incidental to, or necessary for, the operation of a veterinary clinic, to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any real or personal property deemed beneficiary to the Corporation, and to encumber or dispose of any real or personal property at any time owned or held by the Corporation.

(c) To engage in no other business other than the rendition of the professional services specified herein.

(d) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

(a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a ten ($.10) cents per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the Corporation's stock and certificates shall be issued only to licensed doctors of veterinary medicine.

ARTICLE IV
DURATION

The Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this Corporation's initial registered office is 13117 Hwy. 301 S., Dade City, Florida 33525, and the name of its initial Registered Agent at said address is CHESTER W. TAYLOR, III.

ARTICLE VI
INCORPORATORS

The names and addresses of the Incorporators are as follows:

CHESTER W. TAYLOR, III
13117 Hwy. 301 S.
Dade City, Florida 33525

KAREN L. TAYLOR
13117 Hwy. 301 S.
Dade City, Florida 33525

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of two (2) persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

CHESTER W. TAYLOR, III
13117 Hwy. 301 S.
Dade City, Florida 33525

KAREN L. TAYLOR
13117 Hwy. 301 S.
Dade City, Florida 33525

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the above-named Incorporators have hereunto subscribed their names, this 20th day of December, 1996.

TAYLOR & TAYLOR OF DADE CITY, P.A.

By: Chester W. Taylor
CHESTER W. TAYLOR, III, Incorporator

By: Karen L. Taylor
KAREN L. TAYLOR, Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared CHESTER W. TAYLOR, III, and KAREN L. TAYLOR, as Incorporators of TAYLOR & TAYLOR OF DADE CITY, P.A., to me well known and well known to me to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation, who are personally known, or who produced Florida drivers licenses as identification, and who acknowledged before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 20th day of December, 1996.

Fran Jones

FRAN JONES
Notary Public
Commission No.: CC 375126
My Commission Expires: 06-29-98

FRAN JONES
State of Florida
My Comm. Exp. June 29, 1998
Comm. # CC 375126

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

TAYLOR & TAYLOR OF DADE CITY, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 13117 HWY. 301 S., DADE CITY, STATE OF FLORIDA 33525, HAS NAMED CHESTER W. TAYLOR, III, LOCATED AT 13117 HWY. 301 S., DADE CITY, FLORIDA 33525, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TAYLOR & TAYLOR OF DADE CITY, P.A.

SIGNATURE: ______________________
CHESTER W. TAYLOR, III

____
KAREN L. TAYLOR

TITLE: Incorporators

DATE: December 20, 1996

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. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF REGISTERED AGENT: ______________________
CHESTER W. TAYLOR, III

DATE: December 20, 1996

FILED
96 DEC 23 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA