

LAW OFFICES OF  
**SULLIVAN & BOYD**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

501 WEST BAY STREET SUITE 100

JACKSONVILLE FLORIDA 32202

TELEPHONE (904) 355-6000

TELEFAX (904) 355-9438

G. J. ROD SULLIVAN, JR., P.A. \*  
THOMAS A. BOYD, JR., P.A.

\*ADMITTED IN FLORIDA DISTRICT OF COLUMBIA

MAILING ADDRESS

Post Office Box 4519  
JACKSONVILLE, FLORIDA 32201

**P97000011181**

Department of State  
Division of corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-01/31/97--01039--006  
\*\*\*\*131.25 \*\*\*\*131.25

Re: Alapaha Veterinary Services, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and our check in the amount of \$131.25. This is for the filing fee, a certified copy of the Articles of Incorporation, and a certificate.

If you should have any questions, please do not hesitate to call.

Sincerely,

*Thomas A. Boyd, Jr.*  
Thomas A. Boyd, Jr.

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Enclosures  
H:\TAB\DOS.001

97 JAN 31 PM 3:15  
FBI

*Mr. Boyd* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *act*  
DATE *2/14*  
DOC. ENCL

*[Signature]* 1/31

**ARTICLES OF INCORPORATION**

**OF**

**ALAPAHA VETERINARY SERVICES, INC.**

**FILED**  
97 JAN 31 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons and are otherwise competent to contract, do hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be ALAPAHA VETERINARY SERVICES, INC.

**ARTICLE II**

The general nature of the business to be transacted by said corporation shall be as follows:

(a) To do each and all those acts and services for its patrons or clients as prescribed and allowed by the laws of the Sovereign State of Florida and to provide veterinary services and all related services.

(b) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise, turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, within or without the State of Florida, and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estate, hereditament, interest, and properties of every kind, nature and description whatsoever.

To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation,

municipality, body politic, country, territory, state government, or colony or dependency thereof.

To borrow any monies for any purposes the corporation may see fit upon such terms and conditions, and from such sources as may seem expedient, and in connection herewith, to grant collateral or other security either alone or jointly with any person, firm or corporation, and to make, execute, draw, accept, discount, endorse, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the laws of the State of Florida; to lend and advance money, extend credit, take notes, open accounts and every kind or nature of evidence of indebtedness and collateral security in connection therewith.

To purchase, subscribe for, invest in, underwrite, acquire, hold, pledge, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise, in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest in respect of any such stocks, bonds and other evidences of indebtedness and obligations, and while the owner or holder of any such, to exercise all the

rights, powers and privileges of ownership in respect thereof, and to the extent now or hereafter permitted by law, and aid by loan, subsidy, guarantee or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To acquire and take over any business or undertaking carried on, upon or in connection with, any lands or buildings which the corporation may desire to acquire, or which it may own or in which it may be interested, and to deal generally in and with the same; to establish and carry on, and to promote the establishment and carrying on, upon any property in which the corporation is interested or otherwise, of any business which the corporation may deem it expedient to carry on for the furtherance of any interest of the corporation.

To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, colonies and dependencies of the United State, and in foreign countries, without restrictions as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this ARTICLE II of this Certificate shall, except where otherwise specified, not be limited or restricted by reference to or inference from the terms

of any other paragraph or of any other Article in this Certificate of Incorporation, but that the objects purposes and powers specified in the Article and each of the Articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expiration of one thing be deemed to exclude another, although it be of like nature. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation and enjoyment and exercise thereof as conferred by laws of the State of Florida, upon corporation organized thereunder.

(c) To carry on business, in the United States or elsewhere, as factors, agents, commission merchants or merchants to buy, sell and deal in, at wholesale or retail, merchandise, goods, wares and commodities of every sort, kind and otherwise, which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities

thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business which this company is authorized to carry on; to enter into partnership or into any arrangement of sharing profits, union of interest, reciprocal concessions, joint adventure, or cooperate with any person or company carrying on, or any business which this company is authorized to carry on, or any business or transaction which this company is authorized to carry on, or any business or transaction capable of being conducted so as to directly or indirectly benefit this company.

To maintain and keep places for storage and warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored or deposited with it, and to have and receive all the rights and emoluments thereto belonging.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

### ARTICLE III

The maximum number of shares that may be issued by the corporation is One Thousand (1,000), of which all shall be designated as One Dollar (\$1.00) par common stock. There shall be

no stock of any other class or kind. Any and all shares so issued shall be deemed fully paid and non-assessable, and the holder of such shares shall not be liable to the corporation or to its creditors in respect thereto. Common stock of said corporation may be paid for in property, labor or services, the valuation thereof to be fixed by the Board of Directors at their organizational meeting.

#### **ARTICLE IV**

The amount of capital with which this corporation shall begin business is not less than required by law.

#### **ARTICLE V**

This corporation is to have perpetual existence, unless earlier dissolved by authority or by operation of law.

#### **ARTICLE VI**

The principal office of this corporation is to be Southern and St. John Street, Jennings, Florida 32053.

#### **ARTICLE VII**

The number of directors of the corporation shall not be less than one (1) or more than five (5), subject to the By-Laws of this corporation.

#### **ARTICLE VIII**

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successor or successors are

elected and have qualified, are as follows:

James Billy Blair, Jr      P.O. Box 147, Jennings Florida 32053

#### ARTICLE IX

The names and addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock and the value thereof, is as follows:

James Billy Blair, Jr	10 Shares	\$1.00 Value
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#### ARTICLE X

The following provisions are inserted for the regulation and conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the powers conferred by the statute:

(a) The director or directors shall be empowered to declare bonuses for the employees and officers of the corporation out of surplus, and also to decide and declare the amount of salaries the director and the officers of the corporation shall receive.

(b) In the event that stock certificates are lost, stolen or destroyed after having been issued to the stockholder or stockholders, the Secretary of the corporation is empowered to receive evidence of such mishap and with the approval of the Board of Directors, replace the same upon the signing of a release of the Corporation by the Stockholders for any liability which might arise upon the restoration of stock.

(c) The corporation shall, through the approval of its

stockholder or stockholders, adopt By-Laws which shall provide for the administration of all matters not provided for herein by these Articles of Incorporation.

(d) These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at the stockholder's meeting by majority of the stock entitled to vote thereon.

(e) This corporation shall, through the approval of all of the stockholders, adopt a plan for the issuance of all common stock to be issued hereunder, pursuant to the provisions of Section 1244, Internal Revenue Code of 1954 as amended, so that any loss or worthlessness of the value of the stock so issued may, upon dissolution or other legal termination, to be charged as a loss against ordinary income to the extent of stock owned by each such stockholder.

#### ARTICLE XI

The officers of the corporation shall consist of a President and a Secretary, the two of which may be held by the same individual. The corporation shall have such other officers, agents and factors as may be deemed necessary or expedient by the director or directors, and all officers of the corporation shall be elected by the director or directors and shall hold such terms of office and perform such powers and duties as may be prescribed by the By-Laws of this corporation. The director or directors of the corporation shall be elected by the stockholder or stockholders of the corporation at the annual meeting of the stockholders. All

officers of the corporation shall be elected annually by the directors of the corporation; the names of the officers of this corporation who shall hold office until their successors are duly elected and qualified, are as follows:

James Billy Blair, Jr                      PRESIDENT and SECRETARY

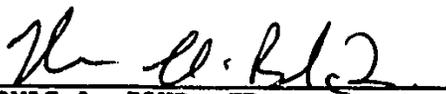
**ARTICLE XII**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ALAPAHA VETERINARY SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office at Southern and St. John Street, Jennings, Florida 32053, has named THOMAS A. BOYD, JR., of SULLIVAN & BOYD, 501 West Bay Street, Suite 100, Jacksonville, Florida 32202, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
THOMAS A. BOYD, JR.  
Resident Agent  
Florida Bar No.: 0762725  
501 West Bay Street  
Suite 100  
Jacksonville, Florida 32202

FILED  
7 JAN 31 1961  
3:16 PM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Jennings, Florida for the uses and purposes aforesaid.

EXECUTED IN THE PRESENCE OF:

*Shirley Adams*  
*Secretary Adams*  
*Jennifer Cone*  
*Secretary Cone*

*James Billy Blair, Jr.*  
James Billy Blair, Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

Be it remembered that on this \_\_\_ day of January, A.D., 1997, personally appeared before the undersigned, a Notary Public of the State of Florida, James Billy Blair, Jr. party of the foregoing Certificate of Incorporation, to me well known and to me to be the individuals described in and who signed and executed the foregoing Certificate of Incorporation and who acknowledged and declared that they did make, subscribe and acknowledge the foregoing Certificate of Incorporation as their voluntary act and deed and the facts therein set forth are true and correct.

Given unto my hand and official seal, this day and year aforesaid.

*Linda H. Morgan*  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



Personally known to me

Produced a current Florida driver's license as identification.

Produced *44 QLH B460-442-63-0928* as identification.