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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: PINECREST ANIMAL HOSPITAL, INC.

AUDIT NUMBER.....H97000006162

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

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TALLAHASSEE, FLORIDA

AL APR 16 1997

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ARTICLES OF INCORPORATION
OF
PINECREST ANIMAL HOSPITAL, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PINECREST ANIMAL HOSPITAL, INC..

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its real or personal property or assets;

THIS DOCUMENT PREPARED BY:
JAMES A. MOLANS, ESQ.
5901 SW 74th St, #400
S Miami, FL 33143
(305) 666 0345
FLORIDA BAR NO. 105240

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To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporations may determine, use its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchisee, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

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To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of ONE THOUSAND, having an individual par value of ONE DOLLAR (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the Initial Registered Agent of this corporation shall be:

SHARON MacIVOR
1500 AGUA AVENUE
CORAL GABLES, FL 33146

ARTICLE VI

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as an initial director is:

SHARON MacIVOR
1500 AGUA AVENUE
CORAL GABLES, FL 33146

ARTICLE VII

The address of the principal office of this corporation is:
1500 AGUA AVENUE, CORAL GABLES, FL 33146

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

SHARON MacIVOR
1500 AGUA AVENUE
CORAL GABLES, FL 33146

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14 OF APRIL, 1997.

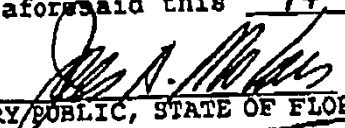

SHARON MacIVOR

STATE OF FLORIDA

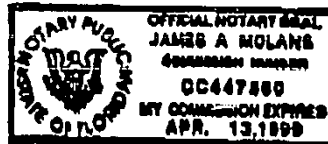
COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared SHARON MacIVOR, personally known to me, who produced a Florida Driver's License as identification, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 14 of APRIL, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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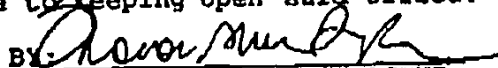
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapter 607.0501 Florida Statutes, the following is submitted, in compliance with said Act:

First - that PINECREST ANIMAL HOSPITAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Homestead, County of Dade, State of Florida, has named SHARON MacIVOR located at 1500 AGUA AVENUE, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY 
SIGNATURE OF RESIDENT AGENT
SHARON MacIVOR

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TALLAHASSEE, FLORIDA

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