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2215 South Third Street, Suite 101
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Jacksonville Beach, Florida 32240
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May 7, 1997

The FUND - Attorneys Title
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

5000002170175--5
-05/07/97--01121--0114
****122.50 ****122.50

Re: NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A.
Our Account #: 18320

Enclosures:

1. Original and one copy of the Articles of Incorporation.
2. Check to the FUND in the amount of \$10.00.
3. Check to Secretary of State in the amount of \$122.50 for filing fees, charter tax, certified copy and resident agent fee.

As always, thanks for your help.

Yours very truly,

Fred L. Ahern, Jr.
Fred L. Ahern, Jr.

FLA, Jr/lpk
Enclosures

97 MAY -9 AM 8:41
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -7 PM 2:25
DIVISION OF CORPORATION

5/7/97
24741520
630



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 7, 1997

ATTORNEY TITLE
660 EAST JEFFERSON ST
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A.
Ref. Number: W97000010580

We have received your document for NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00024279

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97 MAY -9 AM 8:19
DIVISION OF CORPORATION

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AM 8:41MAY 9 1997
AM 8:41

**ARTICLES OF INCORPORATION
OF
NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A.**

ARTICLE I: The name of this corporation is NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in the practice of veterinary medicine to the public, which shall include the actual preventing, diagnosing, curing, or relieving in any degree, or professing to diagnose, treat, cure or relieve, any disease, injury, ailment or defect of animals, by attendance or advice, or by prescribing any drug, medicine, appliance, manipulation or method, or by any therapeutic agent whatsoever; and assisting in the raising, breeding and improving of animals. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of veterinary services.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 8560 Arlington Expressway, Jacksonville, FL 32211,, and the name of the corporations's initial registered agent is FRED L. AHERN, JR., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have four (4) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

Dr. Jeffrey C. Woods
8560 Arlington Expressway
Jacksonville, FL 32211

Dr. Robert I. Jackson
8560 Arlington Expressway
Jacksonville, FL 32211

Dr. Alan D. Weldon
3750 Riverside Avenue
Jacksonville, FL 32205

Dr. Peter X. Prince
996 Fruit Cove Road
Jacksonville, FL 32259

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as

follows:

FRED L. AHERN, JR.
2215 South Third Street, Suite 101
Jacksonville Beach, Florida 32202


ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 6th day of May, 1997.


 (SEAL)
FRED L. AHERN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by FRED L. AHERN, JR., who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 6th day of May, 1997.

NOTARY PUBLIC



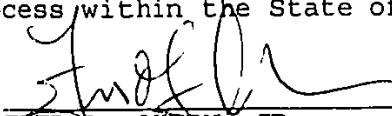


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that NORTHEAST FLORIDA VETERINARY ASSOCIATES, P.A.,
desiring to organize or qualify under the Laws of the State of
Florida as a corporation, with its principal place of business at
8560 Arlington Expressway, Jacksonville, FL 32211,, County of
Duval, State of Florida, as indicated in the Articles of
Incorporation, has named FRED L. AHERN, JR., located at 2215 South
Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its
agent to accept service of process within the State of Florida.

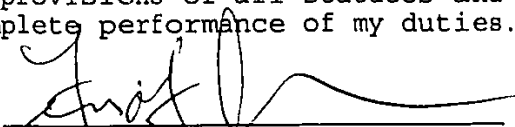
Dated May 6, 1997


FRED L. AHERN, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in the Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes and acts relative to keeping
open said office and with all provisions of all statutes and acts
relative to the proper and complete performance of my duties.

Dated May 6, 1997


FRED L. AHERN, JR.

FILED
97 MAY -9 AM 8:41
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA