

P 97 0000 62428
Guilford & Associates, P.A.
Attorneys at Law

F.W. MORT GUILFORD
ZEKE GUILFORD

2222 PONCE DE LEON BOULEVARD
PENTHOUSE SUITE
CORAL GABLES, FLORIDA 33134
TEL (305) 446-8411
FAX (305) 445-0563

June 30, 1997

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

Re: Incorporation of David B. Daniels, D.V.M., P.A.

Dear Sir or Madam:

Enclosed herewith for filing please find the following:

1. Executed, original and copy of the Articles of Incorporation for the above-referenced corporation; and
2. Check in the amount of \$122.50, payable to the Secretary of State.

Please file these articles and return a certified copy of same to the undersigned as soon as possible. If you have any questions or need any additional information, please do not hesitate to contact me.

Thank you in advance for your attention in this matter.

Sincerely,

F.W. Zeke Guilford
F.W. Zeke Guilford

Vlt

Enclosures

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97 JUL 17 AM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Guilford & Associates, P.A.
Attorneys at Law

F.W. MORT GUILFORD
ZEKE GUILFORD

2222 PONCE DE LEON BOULEVARD
PENTHOUSE SUITE
CORAL GABLES, FLORIDA 33134

TEL (305) 446-8411
FAX (305) 445-0563

July 15, 1997

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

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97 JUL 17 AM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of David B. Daniels, D.V.M., P.A.

Dear Sir or Madam:

Pursuant to your letter of July 9, 1997, enclosed herewith for filing please find the revised Articles of Incorporation, together with a copy, for the above referenced corporation. Please return a certified copy of same to the undersigned as soon as possible.

If you have any questions or need any additional information, please do not hesitate to contact me.

Thank you in advance for your attention in this matter.

Sincerely,


F.W. Zeke Guilford

Vlt

Enclosures

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 9, 1997

GUILFORD & ASSOCIATES PA
2222 PONCE DE LEON BLVD PH SUITE
CORAL GABLES, FL 33134

SUBJECT: DAVID B. DANIELS M.V.M., P.A.
Ref. Number: W97000015860

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97 JUL 17 AM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DAVID B. DANIELS M.V.M., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 297A00035421

**ARTICLES OF INCORPORATION
OF
DAVID B. DANIELS, D.V.M., P.A.**

FILED
JUL 17 AM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 621.13 and 607.194, Florida Statutes, the undersigned natural person, who is licensed or otherwise legally authorized to practice veterinary medicine in the State of Florida, hereby affirm his intent to form a professional corporation for the purpose of rendering professional veterinary medical services in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of the Corporation shall be: David B. Daniels, D.V.M., P.A.

ARTICLE II - DURATION

The Corporation shall have perpetual existence and commence business upon the issuance of the corporate charter.

ARTICLE III - PURPOSE

The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering professional veterinary medical services. The Corporation shall not engage in any business other than rendering professional veterinary medical services; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property, all as may be necessary for rendering its professional veterinary medical services.

The purpose of the Corporation shall be carried out through officers, directors, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional veterinary medical services in the State of Florida.

ARTICLE IV - POWERS

To the extent not consistent with the Florida Professional Service Corporation Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities, and duties as set forth under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

There shall be one class of stock. The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - TERMS OF CAPITAL STOCK

The shares of stock of the Corporation shall be issued only to the individuals who hold an unlimited license to practice veterinary medicine in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his shares in the Corporation only to an individual who holds an unlimited license to practice veterinary medicine in the State of Florida. Any shares issued in violation of this Article VI are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VI is null and void. No shares may be transferred upon the books of the Corporation or issued by the Corporation until there is presented to, and filed with, the Corporation a certificate issued by the Board of Veterinary Medical Examiners of Florida stating that the individual to whom the transfer of the shares is to be made, or to whom the shares are to be issued, hold an unlimited license to practice veterinary medicine in the State of Florida.

No shareholder of the Corporation shall enter into a voting trust agreement, or any other type of agreement, vesting another person with the authority to bore the voting power of any or all of his or her shares.

ARTICLE VII - REGISTERED OFFICE AND PRINCIPAL ADDRESS, AND AGENT

The registered office and principal address of the Corporation shall be 7535 S.W. 62nd Avenue, South Miami, Florida 33143, and the registered agent of the Corporation at such office shall be David B. Daniels, D.V.M., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping the registered office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation, but no individual who does not hold an unlimited license to practice veterinary medicine in the State of Florida may be a director of the Corporation. The Board of Directors shall not consist of more than three members. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The individual set forth below shall serve as director of the Corporation from the date hereof until the next annual meeting of the shareholder(s) or until such time as his successor is (are) duly elected and qualified:

<u>Name</u>	<u>Address</u>
David B. Daniels, D.V.M.	7535 S.W. 62nd Avenue South Miami, Florida 33143

**ARTICLE IX - PROVISIONS FOR REGULATION OF
BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION**

(a) **Officers.** No individual may be an officer of the Corporation who does not hold an unlimited license to practice veterinary medicine in the State of Florida.

(b) **Acts Prohibited.** The Corporation may do no act which is prohibited to be done by individual persons licensed to practice veterinary medicine in the State of Florida.

(c) **Severance of Interest.** If any officer, director, shareholder, agent or employee of the Corporation becomes legally disqualified to render professional veterinary medical services within the State of Florida, or accepts employment that, pursuant to the existing law, place restrictions or limitations upon his continued rendering of such professional veterinary services, he shall sever all employment with, and financial interests in, the Corporation forthwith, and if he is an officer or director of the Corporation, shall resign such position immediately.

(d) **Purchase of Shares.** The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder.

ARTICLE X - DISSOLUTION

The Corporation shall be voluntarily dissolved only by the written consent of all of its shareholders.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of David B. Daniels, D.V.M., P.A.


David B. Daniels, D.V.M.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation of David B. Daniels, D.V.M., P.A., were acknowledged before me this 23rd day of June, 1997, by

Reeta J. Gammon
Notary Public

My Commission Expires:



REETA J. GAMMON
MY COMMISSION # CC483479 EXPIRES
July 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
97 JUL 17 AM 12:20
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent for David B. Daniels, D.V.M., P.A. Further, I am familiar with, and accept the obligations of, the provisions of Section 607.325, Florida Statutes.

Date: 6/23/97

By: David B. Daniels
David B. Daniels, D.V.M.,
Registered Agent