

P.97000076/52

LAW OFFICE

MARGOT PEQUIGNOT, P.A.

MARGOT PEQUIGNOT
REBECCA A. GRAHAM

1501A BELCHER ROAD SOUTH
LARGO, FL 33771
(813) 531-3400
(813) 535-2765 FAX

P.O. BOX 2497
LARGO, FL 33779-2497

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -2 PM 1:17

August 29, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

500002282995--1
-09/02/97--01156--014
****122.50 ****122.50

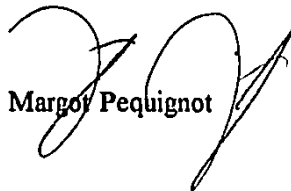
Re: Gulfcoast Veterinary Referral, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee. Please return the Articles to Margot Pequignot, P.A., P.O. Box 2497, Largo, Florida 33779-2497.

Should you have any questions, please advise.

Sincerely,


Margot Pequignot

MP/bam

Enclosures

BROWN SEP - 3 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 1: 17

ARTICLES OF INCORPORATION
OF
GULFCOAST VETERINARY REFERRAL, INC.

Article I

The name of the corporation is: GULFCOAST VETERINARY REFERRAL, INC. and the mailing address is: 1235 Tallevast Road, Sarasota, Florida 34243.

Article II

This corporation is organized for the purpose of transacting any and all lawful business.

Article III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a par value of \$1.00 per share.

Article IV

Initial Capital

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

Article V

Term of Existence

This corporation is to exist perpetually.

Article VI

Special Provision

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII

Registered Office and Registered Agent

The street address of the registered office of this corporation in the State of Florida is 1501A Belcher Road South, Largo, Florida 33771.

The name of the registered agent is Margot Pequignot, Esquire.

ARTICLE VIII

Initial Board of Directors and Officers

This corporation shall have two (2) directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICES</u>
Melvin L. Helphrey	1501A Belcher Road South Largo, Florida 33771	President/Director
Crispin P. Spencer	13906 N.W. 56th Avenue Gainesville, Florida 32653	Vice President/Secretary/ Treasurer/Director

ARTICLE IX

Incorporators

The name and address of the person signing these Articles is:

Margot Pequignot, Esquire
Margot Pequignot, P.A.
1501A Belcher Road South
Largo, Florida 33771

ARTICLE X

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

Shareholder Quorum and Voting

Fifty-one percent (51%), of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

Indemnity of Directors and Officers

Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation

to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE VIII

Bylaws or Shareholders Agreement

By shareholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by a retiring, disabled or deceased shareholder, or any shareholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Amendment

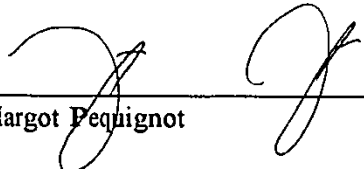
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all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

ARTICLE X

Date of Inception

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of the State of Florida.

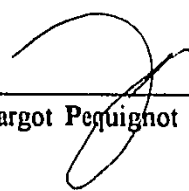
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of August, 1997.



Margot Pequignot

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.



Margot Pequignot

helphrey.art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 1:17