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10/22/97

Florida
Dept. of State
Division of Corporations

800002330028--0
-10/27/97--01054--013
****122.50 ****122.50

Enclosed is my check for
\$122.50 for a certified
copy of my new corporation
Also enclosed 2 copies of Articles
Thank you

(8)

Robert H Foley

Dmc
11-14-97

~~1097-24484~~
R. H. FOLEY
87108 OVERSEAS HWY.
ISLAMORADA, FL 33036

FILED
97 NOV 14 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

305852 3665
fax 305852 9646

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1997

R. H. FOLEY
87108 OVERSEAS HIGHWAY
ISLAMORADA, FL 33036

SUBJECT: VETERINARY SUPPORT INTERNATIONAL, INC.
Ref. Number: W97000024484

We have received your document for VETERINARY SUPPORT INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00052276



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1997

R. H. FOLEY
87108 OVERSEAS HIGHWAY
ISLAMORADA, FL 33036

SUBJECT: VETERINARY SUPPORT INTERNATIONAL, INC.
Ref. Number: W97000024484

We have received your document for VETERINARY SUPPORT INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00053743

ARTICLES OF INCORPORATION for **FILED** VETERINARY SUPPORT INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, as amended, hereby adopts the following Articles of Incorporation.

ARTICLE 1 General Provisions of the Firm

1.1 The name of this corporation will be Veterinary Support International, Inc., and it may be referred to as the firm, the corporation, or the company.

1.2 The address of the principal office of the firm will be 87108 Overseas Hwy., Islamorada, FL 33036 USA. The official mailing address of the corporation will be 87108 Overseas Hwy., Islamorada, FL 33036.

1.3 The firm is incorporated under the laws of the State of Florida, specifically under F.S. § 607.0101 et seq as a general Florida corporation.

1.4 The firm may engage in any business activity allowed for a corporation under the laws of the State of Florida. Such will include, but is not limited to, the practice of veterinary medicine and all of its branches, PROVIDED that the corporation meets with the requirements of any and all additional laws of the State of Florida and the United States as they apply or may apply to the conduct of business or professional activities.

ARTICLE 2 Capital Stock

2.1 The corporation is authorized to issue up to 100 shares of Common Stock (single class) with a par value of \$1.00 per share. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

2.2 The Board of Directors shall have authority to provide for the issuance of common stock of the firm, and is authorized to set the price, for sale, repurchase, or redemption, of any stock of the corporation.

2.3 The shareholders of the corporation, at a general or special meeting of shareholders, may vote by majority of the quorum present, to increase or decrease the number of authorized shares, PROVIDED that currently issued shares will not be reduced.

2.4 The Board of Directors shall have authority to provide for limitations on the transfer of stock, PROVIDED that any and all such limitations apply to all shares and all shareholders. Such limitations shall be spelled out in the By-Laws of the corporation, and shall be noted conspicuously on certificates of stock of the corporation.

2.5 All shares issued shall be in certificate form.

2.6 Existing shareholders of the Firm shall enjoy preemptive rights regarding the issuance of new shares. These rights are governed by F.S. § 607.0630.

ARTICLE 3 Registered Agent and Office

3.1 This instrument appoints the following as the corporation's Registered Agent in Florida as required by F. S. § 607.0501 and § 607.0505:

ROBERT H. FOLEY, D.V.M.
87108 Overseas Hwy.
Islamorada, FL 33036

3.2 By his signature immediately below, ROBERT H. FOLEY, D.V.M., certifies that he is aware of the duties as Registered Agent, and that he is ready, willing, and able to perform such duties, and that he accepts same and will do so according to law unless removed or resigned as such Registered Agent.

11/13/97
DATE


ROBERT H. FOLEY, D.V.M.

ARTICLE 4 Incorporators

4.1 The following individual(s) has/have signed this instrument immediately below as incorporator(s) of this corporation.

11/13/97
DATE


ROBERT H. FOLEY, D.V.M.

ARTICLE 5 Board of Directors: Initial and Full Board

5.1 The Board of Directors shall have day-to-day management authority for this corporation.

5.2 There shall be one (1) initial Director of the corporation, namely Robert H. Foley, who will fulfill this position until the full Board of Directors is defined, elected, duly qualified, and installed.

5.3 The full Board of Directors shall consist of the number of Directors as is defined by the By-Laws of the corporation.

5.4 The Board of Directors may appoint Special Committees to study and review specific tasks or projects, reporting their findings to the full Board within the time prescribed by the Board, BUT in no event later than 90 days from the date of appointment. No such Committee shall have any power or authority beyond 180 days from the date of appointment.

ARTICLE 6 Directors' Compensation

6.1 Directors' of the firm shall serve without compensation, but direct expenses necessary to attend meetings of the Directors or the Shareholders shall be compensated or re-imbursed by the firm.

ARTICLE 7 By-Laws of the corporation

7.1 The Shareholders reserve the right to adopt, revise, replace, and amend the By-Laws of the firm. A majority vote is required for any adoption or change to the By-Laws.

7.2 Any such adoption, revision, replacement, or amendment may take place at any General or Special Meeting of the Shareholders.

7.3 The Board of Directors may propose adoptions, revisions, replacements, or amendments to the Shareholders at any General or Special Meeting of the Shareholders, PROVIDED that 30 days written notice of the proposal(s) is advanced to each Shareholder entitled to vote.

ARTICLE 8 Officers

8.1 The Board of Directors may employ on behalf of the corporation the following Officers:

President
Secretary
Treasurer
Medical Director

Any individual may fulfill one or more of the above positions at any time, and may concurrently be a Director of the firm, or a shareholder, or an employee.

8.2 The By-Laws shall define the functions of the Officers of the Firm, in addition to those tasks specified in 8.3 and 8.4 immediately below.

8.3 The Medical Director shall, as specified in the By-Laws of the corporation, employ for the corporation all professional and technical employees as may from time to time be needed to meet the work-load and functions of the firm.

8.4 The President shall, as specified in the By-Laws of the corporation, employ for the corporation all general employees as may from time to time be needed to meet the work-load and functions of the firm.

8.5 Officers, professional and technical employees, and general employees may receive compensation for their labors by any means allowed by law and consistent with any contract of employment

8.6 Clause 8.5 includes but is not limited to, cash as payroll, notes of the corporation, and common stock of the corporation.

ARTICLE 9 Articles of the Corporation

9.1 The Shareholders reserve the right to revise, replace, restate, and amend the Articles of Incorporation of the firm. A majority vote is required for any revision, amendment, or change to the Articles.

ARTICLE 10 Quorum and voting requirements: Shareholders & Directors

10.1 All meetings of the Shareholders and all meetings of the Directors shall be without power to function unless there be present two-thirds of all those shares or Directors entitled to vote at such meeting.

10.2 All meetings of the Shareholders and all meetings of the Directors achieving the quorum requirement above can do business with a simple majority vote.

ARTICLE 11 When Articles of Incorporation Effective

11.1 This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

ARTICLE 12 Ratification of Activities Promoters and Incorporators

12.1 Either the Interim Board of Directors or the full Board of Directors when qualified and installed, may by Resolution ratify the acts done in furtherance of the incorporation of this Firm.

12.2 Ratification may apply to the acts done by any individual, PROVIDED that the Board of Directors receives originals of any and all documentation of the act(s) and makes a finding that the act(s) was in the usual and necessary course of pre-incorporation work for this Firm. The Board of Directors must also make a finding of any costs and expenses to be re-imbursed to the actor.

12.3 The Board of Directors may authorize payment in cash, a corporate note, or by transfer of common stock of the Firm for any act that has been ratified.

ARTICLE 13 Tax Status of the Firm

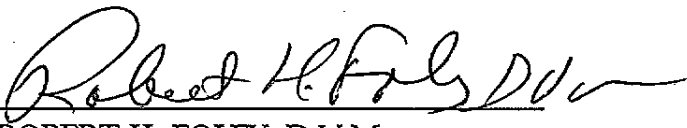
13.1 The Board of Directors may, in its discretion, file an election with the United States Internal Revenue Service for tax treatment as an "S" corporation.

ARTICLE 14 Savings Clause

14.1 If any court should nullify or discard any clause or Article in this instrument for any reason, then such nullification or discarding shall apply only to said clause or Article, and the remaining clauses and Articles in this instrument shall stand unaffected.

The undersigned has executed these ARTICLES OF INCORPORATION for the VETERINARY SUPPORT INTERNATIONAL, INC. this 13th day of November 1997 in Islamorada, Florida.

11/13/97
DATE


ROBERT H. FOLEY, D.V.M.
Incorporator

Resigned 11/13/97