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December 31, 1997

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Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
1-1-98

Via Federal Express

FILED
98 JAN -2 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Re: Incorporation of Kindness Pet Hospital, Inc.
Our File No.: KPH05001

Dear Sir or Madam:

Enclosed please the Articles of Incorporation for the above referenced company for filing along with our firm's check.

Please do not hesitate to call with any questions.

Very truly yours,


Vicki J. Fassler

VJF/slf
Enclosures

F. CHESSEY JAN 5 1998

ARTICLES OF INCORPORATION

OF

KINDNESS PET HOSPITAL, INC.

EFFECTIVE DATE
1-1-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Kindness Pet Hospital, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be January 1, 1998. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of a veterinary hospital and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of One Dollar per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Susan Petro, DVM
6744 County Highway 30A
Santa Rosa Beach, FL 32459

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

6744 County Highway 30 A
Santa Rosa Beach, FL 32459

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Susan Petro, DVM

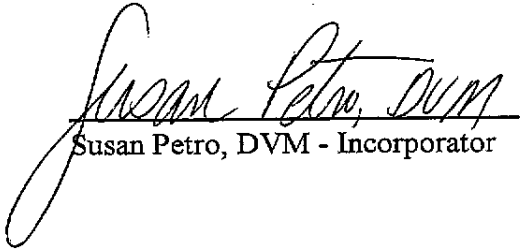
ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

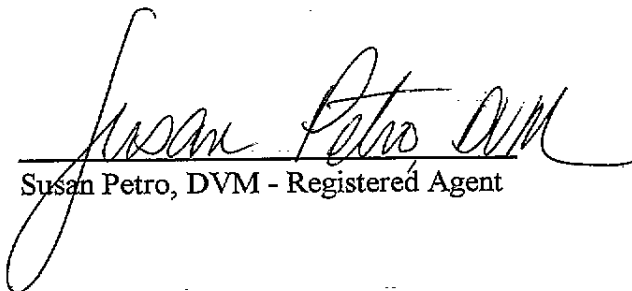
Susan Petro, DVM
6744 County Highway 30A
Santa Rosa Beach, FL 32459

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Susan Petro, DVM - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Kindness Pet Hospital, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Kindness Pet Hospital, Inc.


Susan Petro, DVM - Registered Agent

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TALLAHASSEE, FLORIDA