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DOROTHY L. HUKILL, P.A.
Attorney and Counsellor at Law

SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 FEB -2 AM 10:43

ALSO ADMITTED IN NEW YORK

(904) 304-3133

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DAYTONA BEACH, FLORIDA 32119
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January 29, 1998

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

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RE: Suzan C. Oakley, D.V.M., P.A.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for the above along with my firm's check in the sum of \$122.50 representing the requisite filing fee.

Kindly file and return the Certificate of Incorporation in the stamped, self-addressed envelope enclosed herein for your convenience. Thank you for your attention to this matter.

Sincerely,

Dorothy L. Hukill

Dorothy L. Hukill, P.A.

DLH/tas *(B)*
enclosure

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DIVISION OF CORPORATIONS
98 FEB -2 AM 10:44

ARTICLES OF INCORPORATION

The undersigned natural person, competent and licensed to practice veterinary medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

SUZAN C. OAKLEY, D.V.M., P.A.

ARTICLE II

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

To engage in every aspect in the practice of veterinary medicine, and all its fields of specializations, as are engaged in by licensed doctors of veterinary medicine.

To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

To engage in no other business other than the rendition of the professional services specified herein.

To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

The maximum numbers of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock, at \$1.00 per share par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued only to doctors of veterinary medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The street address of this corporation's initial registered office and principal office is 205 Catalonia Avenue, DeLeon Springs, FL 32130. The mailing address is P.O. Box 937, DeLeon Springs, FL 32130. The name of its initial registered agent at its registered office address is Suzan C. Oakley, D.V.M.

ARTICLE VI

The name and address of the Incorporator is as follows:
Suzan C. Oakley, D.V.M., P.O. Box 937, DeLeon Springs, FL 32130.

ARTICLE VII

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is :

Suzan C. Oakley, D.V.M., address as above.

ARTICLE VIII

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such

shares shall not be entitled to dividends.

ARTICLE X

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

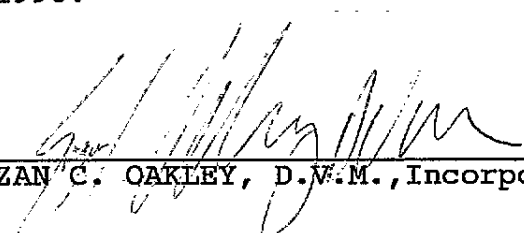
ARTICLE XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

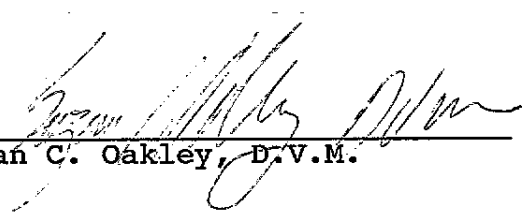
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 28 day of January, 1998.


SUZAN C. OAKLEY, D.V.M., Incorporator

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ACCEPTANCE OF REGISTERED AGENT

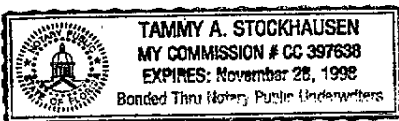
The undersigned having been named to accept Service of Process for Suzan C. Oakley, D.V.M., P.A. at the place designated in Article V of the Articles of Incorporation, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open said office.


Suzan C. Oakley, D.V.M.

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority, this 28th day of January, 1998, personally appeared Suzan C. Oakley, D.V.M., known personally to me to be the person described in and who subscribed the foregoing Articles of Incorporation as the Incorporator, and she freely and voluntarily acknowledged before me that she executed the same for the uses and purposes therein mentioned and set forth and who did take an oath.




Notary Public