

P98000015446

JACK D. BRYANT

Attorney at Law
7404 Napier Trail
Austin, Texas 78729

(512) 219-7232
FAX: (512) 219-0353

February 11, 1998

Dr. Ronald H. Jones
4400 McArthur Blvd.
Fifth Floor
Newport Beach, California 92660

600002428996--3
-02/12/98--01073--002
****131.25 ****131.25

Dear Dr. Jones:

I have enclosed the following documents:

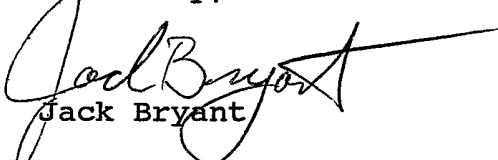
1. Three (3) copies of the Articles of Incorporation for VetHealth International, Inc.;
2. Mr. Corley's check in the amount of \$131.25 made payable to the Florida Secretary of State;
3. Two (2) Federal Express airbills; and
4. A cover letter from me addressed to the Florida Secretary of State.

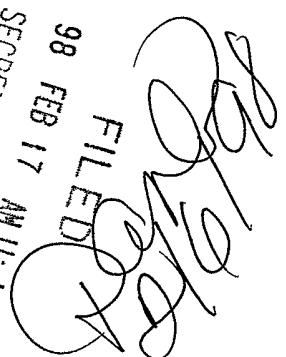
Please sign and date all three (3) copies of the Articles of Incorporation; place all three (3) copies, Mr. Corley's check and my cover letter addressed to the Florida Secretary of State in a federal express overnight envelope along with the Federal Express Airbill that is addressed to me; place the Federal Express Airbill that is addressed to the Florida Secretary of State on the outside of the overnight envelope; and deliver the envelope to Federal Express.

Please note that each copy of the Articles of Incorporation must be signed and dated in two places. Also, Both of the enclosed airbills have been "prepaid."

Please call Ryan Corley or me if you have any questions.

Sincerely,


Jack Bryant
enclosures

98 FEB 17 AM 11:13
FILED
TALLAHASSEE, FLORIDA




FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1998

JACK D. BRYANT, ESQUIRE
7404 NAPIER TRAIL
AUSTIN, TX 78729

SUBJECT: VETHEALTH INTERNATIONAL, INC.
Ref. Number: W98000003236

We have received your document for VETHEALTH INTERNATIONAL, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 598A00008337

JACK D. BRYANT

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98 FEB 17 AM 11:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 1998

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

800002431118--7
-02/16/98--01034--017
***131.25 ***131.25

Re: VetHealth International, Inc.

To whom it may concern:

Enclosed are an original and two (2) copies of the articles of incorporation of the above referenced corporation and a check in the amount of \$131.25 for Filing Fee, Certified Copy and Certificate.

Please return the Certified Copy and Certificate to the undersigned via Federal Express. I have enclosed a Federal Express Airbill for that purpose.

Thank you for your assistance in this matter.

Sincerely,


Jack Bryant
enclosure

ARTICLES OF INCORPORATION
OF
VETHEALTH INTERNATIONAL, INC.

98 FEB 17 AM 11:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be: VetHealth International, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

VetHealth International, Inc.
442 4th Avenue
Indialantic, Florida 32903

ARTICLE III
SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is 100,000,000 and the shares shall consist of one class only, common stock, with a par value of One Tenth of One Cent (\$0.001) for each share.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Dr. Ronald H. Jones
442 4th Avenue
Indialantic, Florida 32903

ARTICLE V
QUORUM OF SHAREHOLDERS

A quorum of shareholders shall consist of one-third of the shares entitled to vote at a meeting of shareholders.

ARTICLE VI
SPECIAL MEETINGS

Special meetings of the shareholders may be called by the holders of not less than thirty percent of the shares entitled to vote at the proposed meeting.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is

Dr. Ronald H. Jones
442 4th Avenue
Indialantic, Florida 32903

Ronald H. Jones, Incorporator
Ronald H. Jones, Incorporator

February 13, 1998
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ronald H. Jones, Registered Agent
Ronald H. Jones, Registered Agent

February 13, 1998
Date

FILED
98 FEB 17 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA