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MICHAEL L. BERRY, JR.

ATTORNEY AND COUNSELOR AT LAW

February 26, 1998

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FedEx

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

EFFECTIVE DATE
2-25-98

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-02/27/98--01115--005
*****78.75 *****78.75

Re: Incorporation of William S. Croup, III, D.V.M., P.A.

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the subject corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Following the proper filing of the articles of incorporation, please issue a Certificate of Good Standing for the corporation.

Also enclosed is my law firm trust account check in the amount of \$78.75 payable to the Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation and the Certificate of Good Standing to:

William S. Croup, III, D.V.M., P.A.
c/o Michael L. Berry, Jr., Esq.
Post Office Box 331358
Jacksonville, FL 32233-1358

Thank you for your assistance.

Michael
AUTHORIZATION BY PHONE TO **GAVE**
CORRECT Prin. address
DATE 3/2/98
DOC. EXAM **nc**

MLBJr/II
Enclosure

Sincerely,

MICHAEL L. BERRY, JR., P.A.

Michael L. Berry, Jr.

FILED
98 FEB 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 3/2/98

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
William S. Croup, III, D.V.M., P.A.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is William S. Croup, III, D.V.M., P.A.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon February 25, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are the delivery of veterinary services to the public and to engage in any and all activities and exercise any and all powers, rights, and privileges related to that business.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 449 South Federal Highway, Deerfield Beach, Florida 33441.

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having no par value.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 449 South Federal Highway, Deerfield Beach, Florida 33441, and the name of the initial registered agent of this corporation at that address is William S. Croup, III.

William S. Croup, III, D.V.M., P.A.

APPOINTMENT OF STATUTORY AGENT

The undersigned, William S. Croup, III, D.V.M., P.A., a Florida corporation, with its principal office in Deerfield Beach Florida, hereby appoints William S. Croup, III, a natural person residing in Broward County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 449 South Federal Highway, Deerfield Beach, Florida 33441.

Dated this 25th day of February, 1998.

William S. Croup, III, D.V.M., P.A..

By: William S. Croup, III
Incorporator

ACCEPTANCE OF APPOINTMENT

TO: William S. Croup, III, D.V.M., P.A.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

Dated this 25th day of February, 1998.

William S. Croup, III
William S. Croup, III
449 South Federal Highway
Deerfield Beach, Florida 33441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

William S. Croup, III
449 South Federal Highway
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the incorporator has executed these Articles this th 25 day of
February, 1998.


William S. Croup, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA