

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Quiet Waters Animal
Hospital, Inc

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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Signature _____

Requested by: Jon 3-25-98 8:30
Name Date Time

Walk-In _____ Will Pick Up _____

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03-25-98

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ARTICLES OF INCORPORATION
OF
QUIET WATERS ANIMAL HOSPITAL, INC

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, under the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

QUIET WATERS ANIMAL HOSPITAL, INC

ARTICLE II - PERPETUAL EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total authorized capital stock of this corporation shall be:

 ~~1000~~ shares of common stock, with a par value of \$1.00, per share.

ARTICLE V - PRINCIPAL OFFICE

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

QUIET WATERS ANIMAL HOSPITAL, INC
306 SOUTH POWERLINE ROAD
DEERFIELD BEACH, FLORIDA 33441

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of which shall, except for the initial Board, be determined by the By-Laws, but shall never be fewer than one (1).

ARTICLE VII BOARD OF DIRECTORS

The names and addresses of the initial directors is:

PABLO M. LEDESMA - President	306 SOUTH POWERLINE ROAD DEERFIELD BEACH, FL 33441
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DORA M. LEDESMA - Vice-President	306 SOUTH POWERLINE ROAD DEERFIELD BEACH, FL 33441
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ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**PABLO M. LEDESMA
306 SOUTH POWERLINE ROAD
DEERFIELD BEACH, FL 33441**

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the Stockholders of this corporation is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**CARMAN J. LEON, JR., ESQ
411 East Hillsboro Boulevard
Deerfield Beach, FL 33441**

ARTICLE XI

In accordance with Florida Statutes §607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 11 day of March, 1998.



PABLO M. LEDESMA, Incorporator

STATE OF FLORIDA:

COUNTY OF BROWARD:

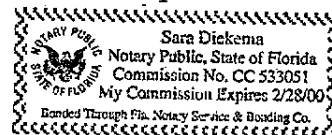
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared, PABLO M. LEDESMA, to me known to be the person described herein and who executed the foregoing Articles of Incorporation, and he acknowledged that he signed same for the purposes and uses therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 11th day of March, 1998.



NOTARY PUBLIC

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

QUIET WATERS ANIMAL HOSPITAL, INC

2. The name and address of the registered agent and office is:

**CARMAN J. LEON, JR., ESQ
411 East Hillsboro Boulevard
Deerfield Beach, FL 33441**

Signature: _____

Title: _____

Date: _____



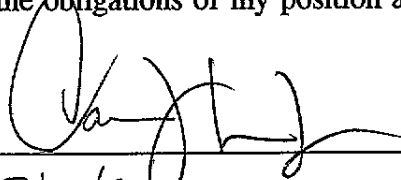
President

March 11, 1998

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.

Signature: _____

Date: _____



3/11/98

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