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Alan J. Polin, P.A.  
ATTORNEY AT LAW

August 10, 1998

VIA OVERNIGHT MAIL

Secretary of State of Florida  
Corporate Division  
The Capital  
Tallahassee, FL 32304

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-08/11/98--01057--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: *Articles of Incorporation of*  
*MICHAEL SHAFF, V.M.D., P.A.*

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for MICHAEL SHAFF, V.M.D., P.A. In addition, a check in the amount of \$122.50 is enclosed for the following fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Designation		<u>35.00</u>


TOTAL \$ 122.50

Please file the original Articles of Incorporation and return the certified copy to me at the above address in the overnight envelope enclosed for that purpose. Please call me immediately if there is any problem with filing these Articles immediately as time is of the essence.

Your prompt attention to this matter would be appreciated. Thank you.

Very truly yours,

Alan J. Polin, P.A.

  
Alan J. Polin

AJP/ecd  
Enclosures

FILED  
98 AUG 11 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-8/14/98

Admitted to Practice in Florida and New York

Coral Springs Financial Plaza  
3300 University Drive • Suite 601 • Coral Springs, FL 33065  
(954) 345-3408 • FAX (954) 345-3902

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
For MICHAEL SHAFF, V.M.D., P.A.  
(FS § 607.0202 and Chapter 621)**

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 Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

***Name of Corporation, Principal Office and Mailing Address***

The name of this corporation shall be MICHAEL SHAFF, V.M.D., P.A.

The principal office of this corporation shall be 8295 North Pine Island Road, Tamarac, Florida, 33321

The mailing address of this corporation shall be 8295 North Pine Island Road, Tamarac, Florida, 33321

**II**

***Purposes***

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

- a. To engage in every aspect in the practice of Veterinary Medicine and all its fields of specializations, as are engaged in by Michael Shaff, V.M.D.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be either veterinary doctors in good standing and duly licensed or other wise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. 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.

### **III**

#### ***Capital Stock***

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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

### **IV**

#### ***Duration***

The corporation shall have perpetual existence.

### **V**

#### ***Registered Agent***

The address of this corporation's initial registered office is 8295 North Pine Island Road, Tamarac, Florida 33321 and the name of its initial registered agent at said address is Michael Shaff, V.M.D.

### **VI**

#### ***Incorporator***

The name address of the Incorporator is as follows:

Michael Shaff, V.M.D., 8295 North Pine Island Road, Tamarac, Florida 33321

### **VII**

#### ***Board of Directors***

The corporation shall have a Board of Directors consisting of one 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 names and addresses of the initial Directors of this corporation are:

a. Michael Shaff, V.M.D., 8295 North Pine Island Road, Tamarac, Florida 33321

**VIII**  
***Informal Shareholder Action***

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.

**IX**  
***Severance and Termination of Employment***

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 continued rendering of such professional services, he 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 all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X**  
***Informal Director Action***

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.

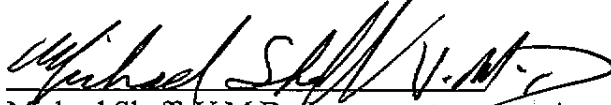
**XI**  
***Indemnification***

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

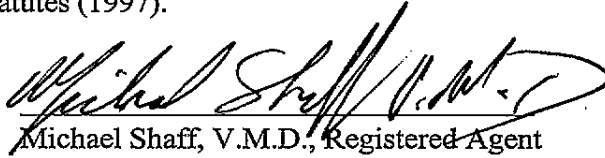
**XII**  
***Bylaw Amendment***

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 Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 1 day of JULY 1998.

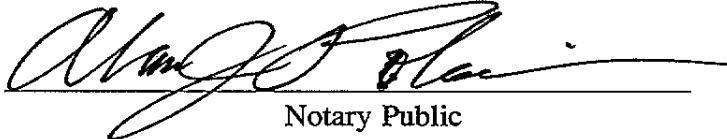
  
Michael Shaff, V.M.D., Incorporator

Having been named as the registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1997).

  
Michael Shaff, V.M.D., Registered Agent

STATE OF FLORIDA       }  
                                  }  
                                  } SS:  
COUNTY OF BROWARD   }

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of ~~August~~ <sup>JULY</sup>, 1998, by Michael Shaff, the President of Michael Shaff, V.M.D., P.A., who is personally known to me.

  
Notary Public



Alan J. Polin  
MY COMMISSION # CC565332 EXPIRES  
June 23, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

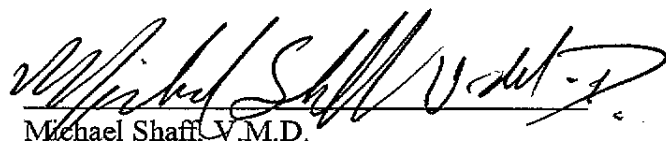
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 MICHAEL SHAFF, V.M.D., P.A.
2. The name and address of the registered agent and office is:

MICHAEL SHAFF, V.M.D.  
8295 North Pine Island Road  
Tamarac, Florida 33321

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.

  
Michael Shaff, V.M.D.

Date: 7/1/98

f:\corporate\corporate.registered agent

**FILED**  
98 AUG 11 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA