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TRANSMITTAL LETTER

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

SUBJECT: VETCARE NETWORK OF AMERICA INC.  
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM:

Scott Meehan  
14755 Seminole Trail  
Seminole, Florida 33776  
(727) 517-0358

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-09/08/98-01126-007  
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FILED  
98 SEP - 8 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM 9-14-98

**ARTICLES OF INCORPORATION**  
*of*  
**VETCARE NETWORK OF AMERICA, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is VETCARE NETWORK OF AMERICA, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

**ARTICLE V - CORPORATION'S PRINCIPAL OFFICE**

The principal office and mailing address of the corporation shall be 14755 Seminole Trail, Seminole, Florida 33776.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 14755 Seminole Trail, Seminole, Florida 33776, and the name of the initial registered agent of this corporation at that address is Scott Meehan.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

SCOTT MEEHAN  
14755 Seminole Trail, Seminole, Florida 33776

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles is:

SCOTT MEEHAN  
14755 Seminole Trail, Seminole, Florida 33776

#### **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### **ARTICLE XI - CUMULATIVE VOTING RIGHTS**

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

## **ARTICLE XII - STOCKHOLDERS' MEETING**

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66-2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66-2/3% of all shares issued and outstanding.

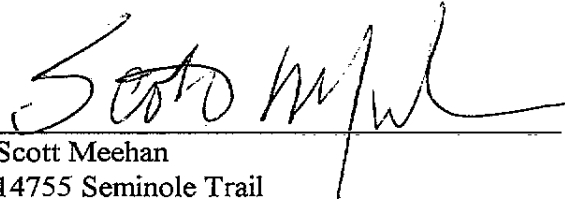
(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

## **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

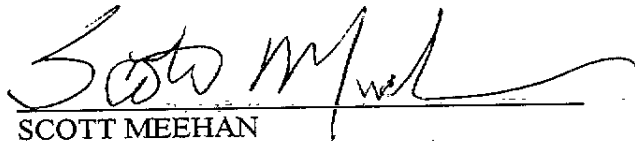
The undersigned subscriber has executed these Articles of Incorporation this 2 day  
of September, 1998:

A handwritten signature in black ink, appearing to read "Scott Meehan", written over a horizontal line.

Scott Meehan  
14755 Seminole Trail  
Seminole, Florida 33776  
(727) 517-0358

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

THIS IS TO CERTIFY that I, SCOTT MEEHAN, do hereby accept the designation as Registered Agent for VETCARE NETWORK OF AMERICA, INC. Further, that the registered office of VETCARE NETWORK OF AMERICA, INC., shall be maintained at 14755 Seminole Trail, Seminole, Florida 33776.



SCOTT MEEHAN  
As Registered Agent for  
VETCARE NETWORK OF AMERICA, INC.  
14755 Seminole Trail  
Seminole, Florida 33776

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