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PLEAT & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DAVID BRAND PLEAT
(FLA., MD., D.C.)

4477 LEGENDARY DRIVE
SUITE 202
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September 16, 1998

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

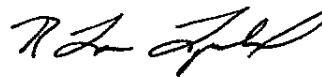
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Re: Articles of Incorporation - Wynn Haven Animal Clinic, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Wynn Haven Animal Clinic, Inc., together with the acceptance of David B. Pleat as Registered Agent. Also enclosed is a check in the amount of \$122.50 to cover the costs of incorporation. Please feel free to call me if you have any questions.

Sincerely,



R. Lane Lynchard

RLL/tle
Enclosures

FILED
98 SEP 18 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 21 1998

ARTICLES OF INCORPORATION
OF
WYNN HAVEN ANIMAL CLINIC, INC.

FILED
98 SEP 18 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FL 32301

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (Corporation) is WYNN HAVEN ANIMAL CLINIC, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in the business of a veterinary hospital and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

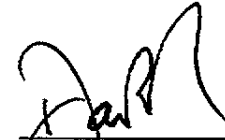
ARTICLE V

The street address of the principal office of the Corporation is 2500 Highway 98 West, Mary Esther, Florida 32569.

ARTICLE VI

The address of its initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of its initial Registered Agent at said address is David B. Pleat.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat

ARTICLE VII

The initial Board of Directors shall consist of Two (2) members. The names and addresses of the persons who will serve on the initial Board of Directors are:

Mark Howard Soroken, D.V.M.
2599 Highway 98 West
Mary Esther, Florida 32569

Margaret Lyn-Soroken
2599 Highway 98 West
Mary Esther, Florida 32569

ARTICLE VIII

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

Mark Howard Soroken, D.V.M.
2599 Highway 98 West
Mary Esther, Florida 32569



Signature of Incorporator

Dated: Sept 16, 1998.

FILED
98 SEP 18 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Mark Howard Soroken, D.V.M., who produced 8/a as identification and who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin, in said County and State this 16th day of September, 1998.

Tammy L. Edmondson
Print Notary's Name: Tammy L. Edmondson
Notary Public, State of Florida



Tammy L. Edmondson
MY COMMISSION # CC753731 EXPIRES
April 29, 1999
BONDED THRU TROY FAIN INSURANCE, INC.