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CERTIFIED ARBITRATOR

FILED
98 SEP 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FLORIDA BAR 1971
NEW YORK BAR 1970
FEDERAL BAR 1974
TRIAL BAR 1983

September 9, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office BOX 6327
TALLAHASSEE, FL 32314

Re: Incorporation of:
VETERINARY ALTERNATIVES, INC.

Please find enclosed herewith the original and one copy of Articles of Incorporation for VETERINARY ALTERNATIVES, INC., along with my check, in the amount of \$122.50 for the filing of the above referenced corporation, and a Certified Copy of said Articles.

Thank you for your prompt attention to this matter.

Anthony J. Titone

ANTHONY J. TITONE
Attorney at Law

AJT/mkt

Enclosures

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-09/14/98--01088--002
****122.50 ****122.50

Anthony Titone
AUTHORIZATION BY PHONE TO
CORRECT *Article VI*
DATE *9/14/98*
DOCL. NO. *4*
P. Hall
SEP 22 1998

**ARTICLES OF INCORPORATION
OF
VETERINARY ALTERNATIVES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a Corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I. - NAME

The name of the Corporation shall be:

VETERINARY ALTERNATIVES, INC.

The address of the principal office of this Corporation shall be % JOHN E. McCARTY, 7744 Peters Road, Suite 312, Plantation, Florida 33324, and the mailing address shall be the same.

ARTICLE II. - NATURE OF THE BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **500 shares** of Common Stock, having **\$1.00 par value**, per share.

ARTICLE IV. - REGISTERED AGENT

The street address of the initial Registered Office of the Corporation shall be **7744 Peters Road, Suite 312, Plantation, Florida 33324**, and the name of the initial Registered Agent of the Corporation at that address is **JOHN E. McCARTY**.

ARTICLE V. - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. - INCORPORATOR

The name and address of the Incorporation to these Articles of Incorporation:

**John E. McCarty
7744 Peters Road, Suite 312
Plantation, Florida 33324
954/646-8996**

ARTICLE VII. - OFFICERS AND DIRECTORS


The Officers and Directors of this Corporation are as follows:

JOHN E. McCARTY, President/Director

_____, Vice President/Director

_____, Secretary

IN WITNESS WHEREOF, the undersigned Agent has hereunto set his hand and seal as the Incorporator of **VETERINARY ALTERNATIVES, INC.**, on **September 9, 1998**.


**BY: JOHN E. McCARTY PRESIDENT
OF: VETERINARY ALTERNATIVES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

JOHN E. McCARTY, having offices located at 7744 Peters Road, Suite 312, Plantation, Florida, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent, under Section 607.0505, Florida Statutes.

VETERINARY ALTERNATIVES, INC.

BY: John E. McCarty
REGISTERED AGENT: John E. McCarty