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FLORIDA PROFIT CORPORATION OR P.A.

Tender Care Veterinary Services, P.A.

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ARTICLES OF INCORPORATION
OF
TENDER CARE VETERINARY SERVICES, P.A.

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

Section 1.1. Name. The name of this professional corporation is TENDER CARE VETERINARY SERVICES, P.A.

Article II
Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. The effective date upon which this professional corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article III
Principal Office

Section 3.1. Principal Office. The address of the principal office of this professional corporation in the State of Florida is 8588 Pineverde Lane, Jacksonville, Florida 32244.

Article IV
Purpose

Section 4.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of veterinary medicine and services, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to render veterinary medicine and services.

Prepared by Kimberly N. Rhodes, Esq.
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This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article V
Capital Stock

Section 5.1. Authorized Capital. The maximum number of shares of stock which this professional corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having \$0.01 par value. No person other than one who is a licensed veterinarian in the State of Florida shall be a shareholder of this professional corporation.

Section 5.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article VI
Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this professional corporation is 8588 Pineverde Lane, Jacksonville, Florida 32244, and the name of the initial registered agent of this corporation at that address is Fran M. Reed, DVM.

Article VII
Directors

Section 7.1. Number. This professional corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed veterinarians in the State of Florida, are:

<u>Name</u>	<u>Address</u>
Scott D. Reed, DVM	8588 Pineverde Lane Jacksonville, Florida 32244
Fran M. Reed, DVM	8588 Pineverde Lane Jacksonville, Florida 32244

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII Bylaws

Section 8.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IX Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this professional corporation is Fran M. Reed, DVM, 8588 Pineverde Lane, Jacksonville, Florida 32244.

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Article X
Amendment

Section 10.1. Amendment. This professional corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 8th day of January, 1999.



Fran M. Reed, DVM, incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091, 607.0501, 607.0505 and 621.13, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL 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 professional corporation is Tender Care Veterinary Services, P.A.

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

Fran M. Reed, DVM
8588 Pineverde Lane
Jacksonville, Florida 32244

Having been named as registered agent and to accept service of process for the above stated professional 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.

Dated: 1/8/9899

Fran M. Reed, DVM
Fran M. Reed, DVM

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