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August 25, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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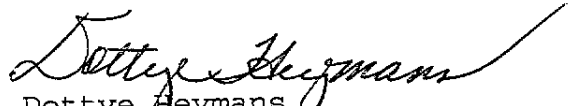
RE: CAT CARE CLINIC OF ORMOND BEACH, INC.

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 rendered as the filing fee, including designation of registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,


Dottie Heymans
Legal Assistant

/dlh
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAT CARE CLINIC OF ORMOND BEACH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be CAT CARE CLINIC OF ORMOND BEACH, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of business of this corporation shall be 380-B W. Granada Blvd., Ormond Beach, FL 32174, and the mailing address of this corporation is the same.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share. All of the shares shall be common shares and they shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is John H. Nixon, 380-B W. Granada Blvd., Ormond Beach, FL 32174.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is John H. Nixon, 380-B W. Granada Blvd., Ormond Beach, FL 32174.


ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VII. SPECIAL PROVISION


It is the intent of the incorporator that the corporation qualify under Section 1244 of the Internal Revenue Code. Such actions that are necessary to accomplish this qualification will be taken by the officers of this corporation.

The undersigned has executed these Articles of Incorporation this 25th day of August, 1999.


John H. Nixon

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAT CARE CLINIC OF ORMOND BEACH, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


John H. Nixon

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