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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 1999

Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

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-11/22/99--01137--002
*****78.75 *****78.75

Re: Incorporation of Hilltop Animal Hospital, P.A.

Dear Corporate Filing Representative:

Enclosed are the following documents relating to the incorporation of Hilltop Animal Hospital, P.A.:

- (1) original and one copy of Articles of Incorporation for Hilltop Animal Hospital, P.A., signed by the incorporator of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) a check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,



Sarah S. Nystrom
Legal Assistant to
Kyle E. Petteway

Enclosures

F. CHASE NOV 26 1999

Articles of Incorporation of Hilltop Animal Hospital, P.A.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Hilltop Animal Hospital, P.A..

ARTICLE II PURPOSE

The purpose of the corporation shall be to provide veterinary medical services, surgery and health care and any and all business permitted under the laws of the State of Florida. The corporation may own real property and undertake any other lawful activity in the furtherance of the purposes set forth.

ARTICLE III PRINCIPAL OFFICE

The address of the principal place of business of this corporation shall be 21212 NW 210th Ave., High Springs, FL 32643, and the mailing address of the corporation shall be 21212 NW 210th Ave., High Springs, FL 32643.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, with a par value of \$1.00.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is Robert P. Dilbone, and the initial registered office of the corporation is 21212 NW 210th Ave., High Springs, FL 32643.

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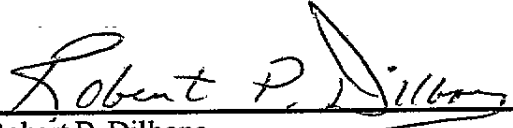
**ARTICLE VI
INCORPORATORS**

The incorporators of the corporation are Robert P. Dilbone, whose address is 21212 NW 210th Ave., High Springs, FL 32643, and Laurie Jones, whose address is 22024 NW 188th St., High Springs, FL 32643.

**ARTICLE VII
DIRECTORS**

The initial directors of the corporation are Robert P. Dilbone, whose address is 21212 NW 210th Ave., High Springs, FL 32643, and Laurie Jones, whose address is 22024 NW 188th St., High Springs, FL 32643. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.

Dated this 19 day of November, 1999.

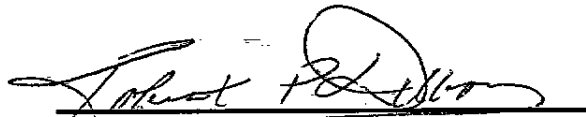

Robert P. Dilbone
Incorporator


Laurie Jones
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Hilltop Animal Hospital, P.A. at the place designated in the Articles of Incorporation, 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 am familiar with and accept the duties and responsibilities as registered agent for Hilltop Animal Hospital, P.A..

Dated this 19 day of November, 1999.


Robert P. Dilbone
Registered Agent

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