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Division of Corporations

DEAN MEAD ORLINT

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From: Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

**FLORIDA PROFIT CORPORATION OR P.A.**

**KB Vet, P.A.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KB VET, P.A.**

The undersigned incorporators, natural persons competent to contract and Doctors of Veterinary Medicine duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be KB Vet, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address for this corporation shall be 14512 Gatorland Drive, Orlando, Florida 32837.

**ARTICLE III - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Veterinary Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice veterinary medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE**

The initial street address of the registered office of this Corporation in the State of Florida shall be 14512 Gatorland Drive, Orlando, Florida 32837. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Matthew D. Bayer, D.V.M. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall commence on the date of filing of these Articles of Incorporation, and shall exist perpetually unless dissolved according to law.

#### **ARTICLE VII - BOARD OF DIRECTORS**

A. The initial number of Directors of this corporation shall be two (2).

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B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>              | <u>Street Address</u>                                       |
|--------------------------|---|
| Joseph Kirven, D.V.M.    | 1129 W. Yale Street<br>Orlando, Florida 32804               |
| Matthew D. Bayer, D.V.M. | 954 Willow Grove Street<br>Altamonte Springs, Florida 32701 |

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Veterinary Medicine duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATOR

Following are the names and street addresses of the persons signing these Articles of Incorporation, who are Doctors of Veterinary Medicine duly licensed to render services as such under the laws of the State of Florida:

| <u>Name</u>              | <u>Street Address</u>                                       |
|--------------------------|---|
| Joseph Kirven, D.V.M.    | 1129 W. Yale Street<br>Orlando, Florida 32804               |
| Matthew D. Bayer, D.V.M. | 954 Willow Grove Street<br>Altamonte Springs, Florida 32701 |

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**ARTICLE IX - SHAREHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Veterinary Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X - BYLAWS**

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer or Director to the full extent permitted by law.

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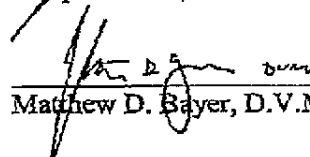
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IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21

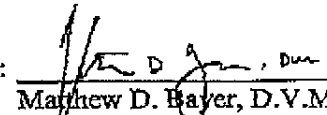
day of December, 2005.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Joseph Kirven, D.V.M.

  
\_\_\_\_\_  
Matthew D. Bayer, D.V.M.

Having been named Registered Agent for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature:   
\_\_\_\_\_  
Matthew D. Bayer, D.V.M.

Date: December 21, 2005

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