

This instrument prepared by:
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2001 Park Place, Suite 1400
Birmingham, Alabama 35203-2736

Inst # 2000-03216

**ARTICLES OF ORGANIZATION
OF
VETERINARY SPECIALISTS PROPERTIES, LLC**

1. The name of the limited liability company is Veterinary Specialists Properties, LLC.
2. The existence of the limited liability company shall be perpetual.
3. The purpose for which the limited liability company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, without limitation, the ownership, development, sale, exchange, mortgaging, leasing, operation or management of real property or any interest therein.
4. The location and mailing address of the initial registered office of the limited liability company is 206 Cahaba Lake Circle, Helena, Alabama 35080. The name of its initial registered agent at that address is Fredrick C. Nelms.
5. The name and address of each initial member of the limited liability company is as follows:

<u>Name</u>	<u>Address</u>
Fredrick C. Nelms	206 Cahaba Lake Circle Helena, Alabama 35080
Susan R. Nelms	206 Cahaba Lake Circle Helena, Alabama 35080
6. The members of the limited liability company shall have the right to admit additional members upon receiving the written approval of the then existing members who own at least fifty-one percent (51%) of the outstanding interests in the company to such admission.
7. Except as specifically required by any non-waivable provisions of Section 10-12-37 of the *Code of Alabama* (1975), as amended, the cessation of the membership in the limited liability company by any member shall not result in the dissolution of the limited liability company.
8. Management of the limited liability company shall be vested in its members.

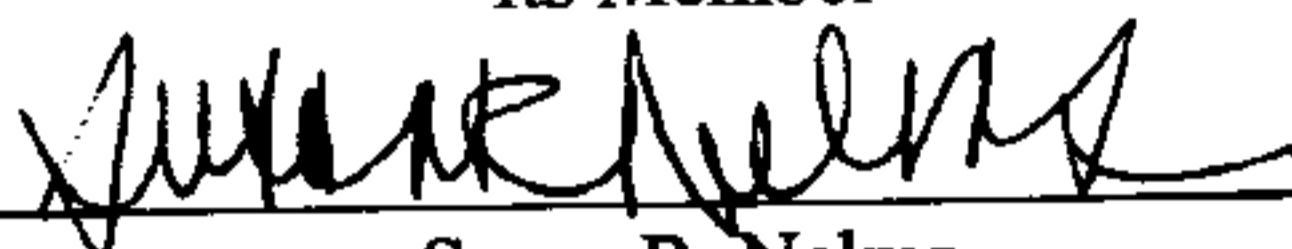
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SHELBY COUNTY JUDGE OF PROBATE

The undersigned, acting as one of the initial members of the limited liability company named herein in accordance with the Alabama Limited Liability Company Act, has executed these Articles of Organization on or as of the 1st day of February, 2000.



Fredrick C. Nelms

Its Member



Susan R. Nelms

Its Member

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