

ARTICLES OF INCORPORATION
OF
BC Vet Services, Inc.

The undersigned, desiring to form a corporation pursuant of the laws of the State of Alabama and acting as incorporator(s) of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation.

I

The name of the Corporation shall be BC Vet Services, Inc..

II

The address of the initial registered office of the Corporation is 7019 Meadow Lark Drive, Birmingham, AL 35242 and the name of its initial registered agent at such address is Billy E. Cox.

III

(a) The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including but not limited to the operation of a veterinary clinic.

(b) In furtherance, but not in limitation of the aforesaid purposes of this Corporation and without limitations of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property of any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, exchange or otherwise dispose of, and invest trade and deal in and with goods, wares, and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this Corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise, stores, commissaries and all other installations or establishments of whatever character or description together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) To apply for, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license power, authority, concession, franchise, letters patent of the United States or any foreign country patent rights, processes, formula, know how methods, copyrights, trademarks, tradenames, or any other right to privilege and to grant license or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash bonds or stock of this corporation or otherwise the goodwill, rights, assets and properties of any person, firm, partnership, association, trust estate

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or corporation and to undertake, assume or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation and to undertake, assume or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations corporation; to hold or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision of instrumentality of any of the foregoing or by any person or individual, partnership, firm, association, trust investment company, corporation or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages, or other securities, the stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interest, mortgage or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person, may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises whether or not the exercise of such rights of ownership involves the conduct, management, participation of ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by the way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, excuse and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the

same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations, or the payment of dividends or the redemption of purchase price or liquidation rights of any stock of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or corporation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees, to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama Law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to made a party to any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including

actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation, as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and if such action is not by or in the right of the corporation judgment, fines, and amount paid in settlement reasonably incurred by him or her in connection with the defense or settlement of such claims, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and to purchase and maintain insurance on behalf of any such person who or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

IV

The corporation shall have the authority to issue one thousand (1,000) shares of common stock at \$1.00 per share par value.

V

The name and post office address of the officer or agent designated by the corporation to receive subscriptions to the capital stock is Billy E. Cox whose address 7019 Meadow Lark Drive, Birmingham, AL 35242.

VI

The names and post office addresses of the incorporators are as follows:

Billy E. Cox
7019 Meadow Lark Drive
Birmingham, AL 35242

VII

The duration of the corporation shall be perpetual.

VIII

The number of directors constituting the initial Board of Directors of the corporation are one (1) and the names and address of the persons who are to serve as directors until the first annual meeting to the shareholders or until their successors are elected and shall qualify are:

Billy E. Cox
7019 Meadow Lark Drive
Birmingham, AL 35242

IX

That any share authorized and issued by the corporation may be subject to any Agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.

X

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XI

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this corporation and no contract at or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

XII

(1) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

(2) Except as may otherwise be provided by the Shareholders, no holder of any shares of stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise

acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

XIII

(1) Holders of common stock shall not transfer said stock in a manner that would jeopardize the corporation's status as electing a small business corporation, as defined in sub-chapter S of the United States Internal Revenue Code of 1954 or any later such code, in the amended form in which the same shall be effective with references to such electing small business corporations. Any transfer of stock which would prevent the corporation from maintaining its sub-chapter S status is null and void.

(2) The holders of common stock understand and agree that it may be advantageous to the corporation to make, maintain, or revoke an S election. The holder understands and agrees that in order for the corporation to make or maintain an S election, it must be a Small Business Corporation. Accordingly, the holder covenants and agrees not to take any action or fail to take any action which would cause the corporation to fail or cease to be a Small Business Corporation or which would cause the corporation's S election to be revoked or terminated. By way of example, and not of limitation, the holder covenants and agrees that he will neither cause nor allow the transfer of any Shares to any person, firm, corporation, trust, partnership, or other entity which is not permitted to be a shareholder of an S corporation under subchapter S.

(3) The holder understands that in order for the corporation to make an effective S election, all of the shareholders must consent to an S election. Accordingly, the Holder covenants and agrees to execute and deliver to the corporation a Consent and other Documents, whenever, as often as, and in such form as may be requested by the corporation, or the Shareholders holding a majority of the issued and outstanding shares of such corporation.

(4) In order to ensure that any proposed transfer of any shares will not adversely affect an S election or their ability to make an S election, the holder covenants and agrees not to transfer or attempt to transfer any shares until the holder shall have delivered to the corporation an opinion of an attorney licensed to practice law in the state of Alabama and acceptable to the corporation stating that the proposed transfer will not and could not with the passage of time have an adverse impact upon the effectiveness of, or the ability to make, an S election and containing such other opinions as the corporation shall request.

(5) In the event that the holder shall attempt in any way to sell, transfer, or convey any shares without first complying with all of the conditions contained herein, then (i) the corporation may disregard and refuse to register in its books and records such attempted transfer, (ii) any attempted transfer which the corporation refuses to register in its books and records shall be void ab initio for all purposes, and (iii) at the election of the corporation the holder shall be deemed to have given written notice to the corporation of his offer to sell all shares then owned by him.

(6) As used in Section XIV, the following terms shall have the following meanings:

(i) "Code" shall mean and refer to the Internal Revenue Code of 1986.

(ii) "Consent and Other Documents" shall mean such documents, whether in the form of a statement, election, consent, or otherwise, as may be required to be executed by all of the shareholders of the corporation by the Code or by the laws, rules, or regulations of the state of Alabama in order for the Corporation to make and maintain a valid and effective S election, including without limitation, (a) the consent to an S election required under subchapter S, (b) in the case of any trust capable of becoming a qualified subchapter S trust, the election of each such trust and its current income beneficiary to treat the trust as a qualified subchapter S trust, and (c) the consent to Alabama income taxation of each shareholder who is a non-resident of Alabama and a Power of Attorney authorizing an officer of the Company to execute and deliver a consent to Alabama income taxation on behalf of such non-resident shareholder.

(iii) "Qualified Subchapter S Trust" shall mean a qualified subchapter S trust as defined in Section 1361 of the Code.

(iv) "S corporation" shall mean an S corporation as defined in subchapter S.

(v) "S election" shall mean and refer to an election to be treated as an S corporation as provided for and allowed under subchapter S.

(vi) "Small Business Corporation" shall mean a small business corporation as defined in Section 1361 of the Code.

(vii) "Subchapter S" shall mean subchapter S of Chapter 1 of Subtitle A of the Code.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama do make, file and record these Articles of Incorporation and do certify that the facts herein stated are true and I have, accordingly, hereunto set my hand and seal on the date set out below.

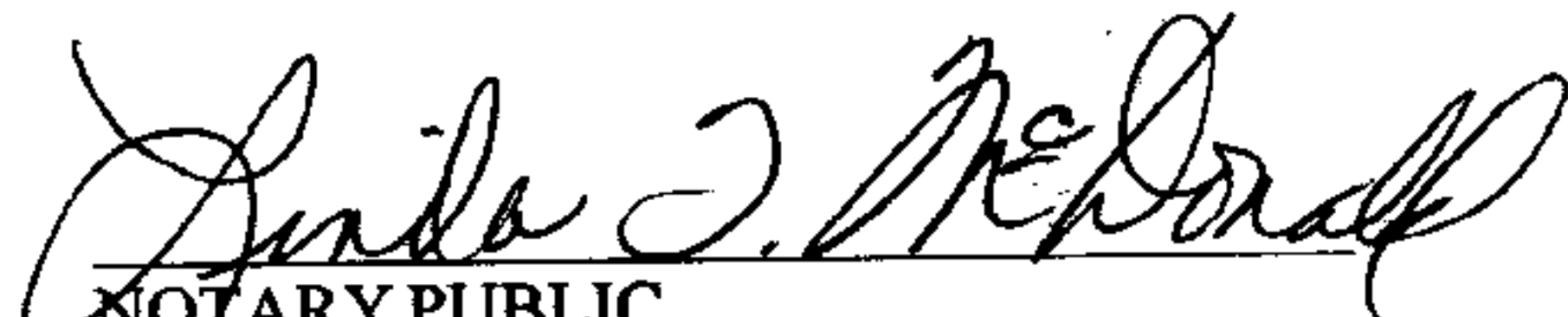
DONE THIS THE 16th DAY OF February, 1999.


Billy E. Cox

STATE OF ALABAMA)

JEFFERSON COUNTY)

BE IT REMEMBERED, that on this the 16th day of February, 1999,
personally appeared Billy E. Cox before, the undersigned authority, in and for said County, in said
State, who are known to me, and I having first made known to him the contents of the above
Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same
voluntarily and deposed the facts therein stated were true and correct.


NOTARY PUBLIC

MY COMMISSION EXPIRES AUGUST 20, 2000

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

BC Vet Services, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Casey Beasley, 2320 Arlington Avenue, Birmingham, AL 35205 for a period of one hundred twenty days beginning January 20, 1999 and expiring May 21, 1999.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 20, 1999

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

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