

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
ROTECH MEDICAL CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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02 MAR 26 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
REC
3/26/02
(signature)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROTECH MEDICAL CORPORATION**

N. Scott Novell, being the Secretary of Rotech Medical Corporation, a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Rotech Medical Corporation. The Corporation was incorporated on September 1, 1981.

2. The text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE I - CORPORATE NAME"

The name of the Corporation is ROTECH MEDICAL CORPORATION (hereinafter, the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 2600 Technology Drive, Orlando, Florida 32804.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV - SHARES

The Corporation shall have authority to issue a total of 5,000,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V - RESTRICTIONS ON TRANSFER AND OWNERSHIP OF SHARES

(a) No sale, transfer, exchange, assignment, gift, pledge, encumbrance, hypothecation or other disposition, whether voluntary or involuntary (a "Transfer"), by a holder of all or a portion of any shares of common stock of the Corporation held by such holder shall be valid or effective without the prior written consent of the Corporation, which consent shall not be unreasonably withheld. Without limiting the foregoing, no Transfer shall be valid or effective if such Transfer (i) is not made in compliance with all applicable securities laws or an available exemption therefrom or (ii) would result in the Corporation being unable to avail itself of an exemption or exclusion from registration as an investment company under the Investment Company Act of 1940, as amended (the "Act").

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(b) No holder of any outstanding voting securities of the Corporation (including common stock) shall at any time hold a number of shares of such securities which would result in the Corporation being required to register as an investment company under the Act. Without limiting the foregoing, no holder of any outstanding voting securities of the Corporation (including common stock) shall at any time "beneficially own" (as such term is used for purposes of Section 3(c)(1) of the Act) ten percent (10%) (or such other maximum number as may from time to time apply) or more of the outstanding voting securities of the Corporation. If a holder at any time "beneficially owns" (as such term is used for purposes of Section 3(c)(1) of the Act) ten percent (10%) (or such other maximum number as may from time to time apply) or more of the outstanding voting securities of the Corporation, the number of shares of outstanding voting securities that would cause such holder to hold ten percent (10%) or more of the outstanding voting securities of the Corporation shall be reallocated on a *pro rata* basis to the remaining holders of outstanding voting securities of the Corporation.

ARTICLE VI - REGISTERED AGENT

The address of the Corporation's registered office in Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of its registered agent at that address is Corporation Service Company. Such office and registered agent may be changed from time to time by action of the Board of Directors.

ARTICLE VII - ADDITIONAL PROVISIONS

(a) In accordance with the requirements of Section 1123 of the United States Bankruptcy Code, and for so long as such section is applicable to the Corporation, the Corporation shall be prohibited from issuing non-voting equity securities.

(b) For a period of five (5) years beginning on the date hereof, the Corporation shall not (i) adopt a plan of liquidation; (ii) distribute all or substantially all of its assets to its shareholders; or (iii) take any other action that is treated as a liquidation for federal income tax purposes."

The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent dated as of March 26, 2002.

The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by its sole shareholder by written consent dated as of March 26, 2002.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 26th day of March, 2002.

ROTECH MEDICAL CORPORATION

By: 

N. Scott Novell, as Secretary

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **ROTECH MEDICAL CORPORATION** has designated a new registered office, as indicated in its Amended and Restated Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida, 32301, and has named Corporation Service Company as its agent to accept service within the State of Florida.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.

Date: March 26, 2002.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Deborah D. Skipper agent of
Asst. V. Pres.
Corporation Service Company

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