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FILED
02 APR 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 525731 7120726
AUTHORIZATION :
COST LIMIT : \$ 35.00

Patricia Pigatto

ORDER DATE : April 12, 2002

ORDER TIME : 12:22 PM

ORDER NO. : 525731-045

CUSTOMER NO: 7120726

CUSTOMER: Ms. Dawn Dreghorn
Rotech Medical Corporation
Suite 300
2600 Technology Drive
Orlando, FL 32804

Amend

RECEIVED
02 APR 12 PM 1:00

DOMESTIC AMENDMENT FILING

NAME: NATIONAL MEDICAL EQUIPMENT
CENTERS, INC.

400005257974--1

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS:

Don
4/12/02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
NATIONAL MEDICAL EQUIPMENT CENTERS, INC.
(a Florida corporation)**

**FILED
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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the Corporation is NATIONAL MEDICAL EQUIPMENT CENTERS, INC.

2. Article VIII of the Articles of Incorporation is hereby deleted in its entirety.

3. Article XII is hereby amended and restated in its entirety to read as follows:

"These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made."

4. The foregoing amendment to the Articles of Incorporation of the Corporation was adopted and approved by (i) the written consent of the Corporation's Board of Directors, effective as of March 22, 2002, and (ii) the written consent of the holder of 100% of the Corporation's issued and outstanding capital stock entitled to vote thereon, representing the number of votes sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 25th day of March, 2002.

NATIONAL MEDICAL EQUIPMENT CENTERS, INC.

By: Stephen D. Linehan
Stephen D. Linehan, President