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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999			FLORIDA DEPARTMENT OF STATE Katherine Morris Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # 438365 Corporation Name AIR LIQUIDE HEALTHCARE AMERICA CORPORATION			

Principal Place of Business 1125 N SUMMIT ST CRESCENT CITY FL 32112 US	Mailing Address 1125 N SUMMIT ST CRESCENT CITY FL 32112 US
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2. Principal Place of Business 21 2700 Post Oak Blvd. Suite, Apt. #, etc. 22 City & State 23 Houston, TX Zip Country 24 77056 25 USA		2a. Mailing Address 26 2700 Post Oak Blvd. Suite, Apt. #, etc. 27 City & State 28 Houston, TX Zip Country 29 77056 30 USA		3. Date Incorporated or Qualified 10/18/1973 4. FEI Number 59-1655129 Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 7. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent PICKENS, JOE H. 222 N 3RD ST PALATKA FL 32177	10. Name and Address of New Registered Agent 81 Name C T Corporation System 82 Street Address (P.O. Box Number is Not Acceptable) 1200 S. Pine Island Road 83 84 City Plantation FL 85 Zip Code 33324
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Please see attached... DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP CEO/D FLETCHER, WARREN D CEDAR COVE, ROUTE 309 GEORGETOWN FL	<input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP CEO/Chairman/Director Wade Brehm 2700 Post Oak Blvd. Houston, TX 77056	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP SVD FRAZER, NORMA J 148 FLORDIAN CLUB ROAD WELAKA FL 32189	<input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP General Manager/Director Al Sperry 2700 Post Oak Blvd. Houston, TX 77056	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP PD HOWARD, KENNETH P RT 1 BOX 899 STARKE FL	<input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP Treasurer G. B. Alexander 2700 Post Oak Blvd. Houston, TX 77056	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETED	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP Secretary John N. Baird 2700 Post Oak Blvd. Houston, TX 77056	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETED	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP Director Patrick Verschelde 2700 Post Oak Blvd. Houston, TX 77056	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETED	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: G. B. Alexander 4/28/99 (713) 896-2296
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

563779-90003-6
DOC#438365**Florida Department of State, Jim Smith, Secretary of State****STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Air Liquide Healthcare America Corporation

1b. Date of incorporation October 18, 1973 Document number 438365

2. The name and address of the current registered agent and office:

Joe H. Pickens

222 N. 3rd St., Palatka, FL 32177

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

John N. Baird
SIGNATURE
December 23, 1998
DATE

John N. Baird, Secretary
(Type or printed name and title)

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: *Jennifer McBurnett*
(Registered Agent)
DATE 12-23-98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00

FILED
98 DEC 28 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Amendment
Of
Articles of Incorporation
Of
F&R RENTAL SALES, INC.**

563779-90003-6
DOC # 438365
FILED
98 DEC 21 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act,
F&R Rental Sales, Inc. (the "Corporation"), does hereby certify and adopt the following
amendment:

FIRST: That the Board of Directors of F&R Rental Sales, Inc., by unanimous
written consent of its members filed with the minutes of the Board, adopted a
resolution proposing and declaring advisable and requesting the consent of the
sole stockholder of the Corporation, the following amendment to the Certificate
of Incorporation of F&R Rental Sales, Inc. Resolution was adopted Dec. 14, 1998

RESOLVED, that the Certificate of Incorporation of F&R Rental Sales,
Inc. be amended by changing the First Article thereof so that, as
amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is
AIR LIQUIDE HEALTHCARE AMERICA CORPORATION

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders
have given unanimous written consent to said amendment.

THIRD: That said amendment was duly adopted in accordance with the
provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed
by its duly authorized officer this 14th day of December, 1998.

F&R RENTAL SALES, INC.


John N. Baird, Secretary