

F95000003528

CORPORATE REGISTRY
 111 N. D. T. OASVILLE RD
 W. LAKE WALKER 32003
 (904) 221-2100

 (Requestor Name)

 (Address)

 (City, State, Zip) (Phone #)

OFFICE USE ONLY

300001545363
 -07/25/95--01065--003
 ****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Respiratory Care Services, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Certificate of Status
- 7-21 1:00*
[Signature]

95 JUL 21 PM 12: 58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Must be filed
 Second*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1995

CSC NETWORKS

SUBJECT: RESPIRATORY CARE SERVICES, INC.
Ref. Number: W95000011599

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00028094

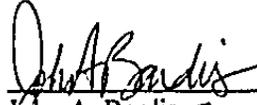
RESPIRATORY CARE SERVICES, INC.

Action by Directors
Pursuant to Section 141(f)
Delaware Corporation Law Annotated

The undersigned Directors of Respiratory Care Services, Inc. (hereafter, the "Corporation"), constituting all of the Directors of the Corporation who are entitled to vote on the resolutions set forth below or who are entitled to notice of any meeting, but are not entitled to vote thereon, hereby approve and adopt and waive any right to dissent to the adoption of the resolutions set forth below, as authorized by Section 141(f), Delaware Corporation Law Annotated.

BE IT RESOLVED: That Respiratory Care Services, Inc. organized and existing in the State of Delaware hereby adopts the name Respiratory Care Services, Inc. of Delaware for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business with the State of Florida under the name of Respiratory Care Services, Inc. of Delaware; and resolved further that all activities and business of the corporation with the State of Florida shall be carried out under the name Respiratory Care Services, Inc. of Delaware

FURTHER RESOLVED: That this Informal Action of the Directors of the Corporation may be executed in any number of counterparts, all of which when taken together shall constitute one and the same instrument.



John A. Bardis



Donald R. Myll

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 21 PM 12: 58

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Respiratory Care Services, Inc. d/b/a/ Respiratory Care Services, Inc. of Delaware
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 58-2172295 (FEI number, if applicable)

4. 4/7/95 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. May 4, 1995 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 400 Northridge Road, Suite 400
Atlanta, GA 30350
(Current mailing address)

8. Provide management, equipment and staffing for respiratory therapy departments, operate sleep diagnostic test laboratories, and perform related services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301

FILED
95 JUL 21 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

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

The Prentice-Hall Corporation System, Inc.
By: Charles A. Coyle
(Registered agent's signature)
CHARLES A. COYLE, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John A. Bardis

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

Director: Donald R. Myll

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

B. OFFICERS

President: John A. Bardis

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

Vice President: Donald R. Myll

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

Secretary: Jonathan H. Glenn

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

Treasurer: Donald R. Myll

Address: 400 Northridge Road, Suite 400

Atlanta, GA 30350

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 21 PM 12: 58

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

John A. Bardis, President & CEO

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESPIRATORY CARE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 1995.

FILED
95 JUL 21 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2406001 2300

950159387

AUTHENTICATION: 7574512

DATE: 07-17-95