

100 HAYS STREET
TALLAHASSEE, FL 32307
904-221-0171
904-221-0100

800-344-8086

E96000004301



PROFESSOR HILL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 029796 163304A
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 70.00

ORDER DATE : July 24, 1996
ORDER TIME : 12:07 PM
ORDER NO. : 029796
CUSTOMER NO: 163304A

CUSTOMER: Laurie McBride, Legal Asst
Harwell Howard Hyne Gabbert &
1800 First American Center
315 Deaderick Street
Nashville, TN 37238

800001907039

FOREIGN FILINGS

W96-15828

NAME: AMERICAN HOMEPATIENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 29 PM 12:00

Name conflict
P13678



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1996

CSC NETWORKS

SUBJECT: AMERICAN HOMEPATIENT, INC.
Ref. Number: W96000015828

RESUBMIT

Please give original
SUBMISSION DATE as file date.

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 DOCUMENT 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 696A00036351

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96 AUG 22 AM 10:37
DIVISION OF CORPORATIONS

OFFICER'S CERTIFICATE

I, Edward K. Wising, President of American HomePatient, Inc., do hereby certify that this Resolution of the Executive Committee of the Board of Directors of American HomePatient, Inc. a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on June 24, 1998.

Be it resolved, that American HomePatient, Inc. organized and existing in the State of Florida, hereby adopts the name American HomePatient, Inc. of Delaware for use in Florida.

Dated: August 5, 1998

Edward K. Wising
Edward K. Wising, President

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DIVISION OF CORPORATIONS
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118774-1

RESOLUTIONS

RESOLVED, that inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the fictitious name American HomePatient, Inc. of Delaware for use in transacting business in the State of Florida, and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said fictitious name in the transaction of business in the State of Florida.

115744

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. American HomePatient, Inc.
(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 3. 62-1474680
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Sept. 5, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 24, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5200 Maryland Way, Suite 400
Brentwood, TN 37027-5018
(Current mailing address)
8. Home Health Care
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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.

By: Kelly A. Howley Kelly A. Howley
(Registered agent's signature) Asst. Sec.

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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Edward K. Wissing, President
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION
FOR CERTIFICATE OF AUTHORITY
OF AMERICAN HOMEPATIENT, INC.

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Edward K. Wissling	President/ CEO, Director	5200 Maryland Way, Suite 400 Brentwood, TN 37027-5018
Thomas E. Mills	Senior V.P.	5200 Maryland Way, Suite 400 Brentwood, TN 37027-5018
Mary Ellen Rodgers	Senior Vice President of Finance, Chief Financial Officer / Accounting Officer and Secretary	5200 Maryland Way, Suite 400 Brentwood, TN 37027-5018

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DIRECTORS

<u>Name</u>	<u>Address</u>
Mr. Allan C. Silber	Counsel Corporation Exchange Tower Suite 1300 P.O. Box 435 Two First Canadian Place Toronto, Ontario M5X 1E3
Mr. Morris A. Perlis	Counsel Corporation Exchange Tower Suite 1300 P.O. Box 435 Two First Canadian Place Toronto, Ontario M5X 1E3

Mr. Edward K. Wissing

5200 Maryland Way, Suite 400
Brentwood, Tennessee 37027-5018

Mr. Edward Sonshine, Q.C.

Counsel Corporation
Exchange Tower
Suite 1300
P.O. Box 435
Two First Canadian Place
Toronto, Ontario M5X 1E3

Mr. Henry T. Blackstock

Hedge Fund Management
100 Executive Way, Suite 212
Ponte Verdra Beach, FL 32082

Mr. Thomas A. Dattilo

Victor Products Division of
Dana Corporation
1945 Ohio Street
Lisle, IL 60532-2189

Mr. Joseph F. Furlong, III

Colman Furlong & Co.
3 Embarcadero Center
Suite 2260
San Francisco, CA 94111

Mark Manner, Esq.

Harwell Howard Hyne
Gabbert & Manner, P.C.
1800 First American Center
315 Deaderick Street
Nashville, Tennessee 37238

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN HOMEPAIENT, 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 TWENTY-FOURTH DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 29 PM 12:00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8038767

DATE: 07-24-96