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April 19, 2000

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*****78.75 *****78.75

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

RE: BSI Breathing Systems Inc.

Gentlemen:

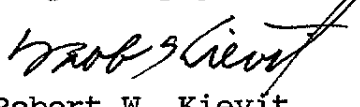
Enclosed for filing and approval are the original and a copy of Articles of Incorporation of the above-referenced corporation.

Also enclosed is our check in the amount of \$78.75 filing fee and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,



Robert W. Kievit

RWK:skh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 APR 21 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BSI BREATHING SYSTEMS INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be BSI BREATHING SYSTEMS INC.

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 8800 Grow Drive, Pensacola, Florida 32514.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually commencing on the date of filing of these Articles by the Department of State.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 10,000,000 shares of common stock having no par value.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is the law firm of KIEVIT, KELLY & ODOM, P.A., 15 West Main Street, Pensacola, Florida, 32501.

ARTICLE VI. INCORPORATOR

The names and street address of the incorporator to these Articles is Marilyn J. Flood, 8800 Grow Drive, Pensacola, Florida 32514.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. DIRECTORS

The corporation shall initially have three directors. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

ARTICLE VIII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

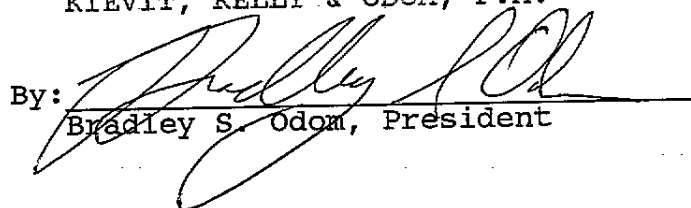
The undersigned incorporator has executed these Articles of Incorporation this 17th day of April, 2000.


Marilyn J. Flood

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, the law firm of Kievit, Kelly & Odom, P.A., by its undersigned President, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of April, 2000.

KIEVIT, KELLY & ODOM, P.A.

By: 
Bradley S. Odom, President

RWK:skh:April 11, 2000