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ALTOM M. MAGLIO, P.A.  
Attorney • At • Law

22 South Tuttle Avenue  
Suite 4  
Sarasota, Florida 34237

941.952.5242  
Fax 941.952.5042  
www.sarasotalaw.com

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September 19, 2000

Divisions of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Universal Oxygen, Inc.**

Dear Sir/Madame:

Enclosed please find check number 1421 payable to the Secretary of State in the amount of \$70.00 for the filing fee of the above corporation along with an original and copy of the Articles of Incorporation. Please file the Articles of Incorporation and return one copy to the above address.

Thank you for your assistance in this matter. If you have any questions or concerns, please do not hesitate to call or e-mail.

Sincerely,

  
Altom M. Maglio  
maglio@sarasotalaw.com

Enclosures

cc: Dr. Donald H. Marks

FILED  
00 SEP 25 AM 7:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 28 2000

*Articles of Incorporation  
of Universal Oxygen, Inc.*

FILED

00 SEP 25 AM 7: 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Universal Oxygen, Inc.

ARTICLE II

The corporation may engage in the development, manufacture, and sale of oxygen equipment and supplies, as well as any and all activities and business permitted under the laws of the State of Florida and the United States. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum shares of stock which the corporation is authorized to issue and have outstanding at any time is 15,000,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE V

The street address of the initial business office of the corporation is 530 Commerce Drive, Suite A, Largo, FL 33770, and the name and address of the initial registered agent of the corporation is Altom M. Maglio, P.A., 22 South Tuttle Avenue, Suite 4, Sarasota, Florida 34237.

ARTICLE VI

The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

## ARTICLE VII

The names and addresses of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until successors are elected and qualified are:

<b>OFFICERS</b>	<b>ADDRESSES</b>	<b>POSITIONS</b>
Donald H. Marks, M.D., PhD.	1521 Fairway View Drive, Hoover, Alabama 35244	Acting Chief Executive Officer
John F. Barnett	1675 Independence Boulevard Sarasota, Florida 34234	Chief Operations Officer
Norman Dickson	530 Commerce Drive Suite A, Largo, FL 33770	Vice President of Marketing
John G. Nicholson	1675 Independence Boulevard Sarasota, Florida 34234	Senior Project Engineer
Sandra Curtis	1675 Independence Boulevard Sarasota, Florida 34234	Regulatory Affairs

<b>DIRECTORS</b>	<b>ADDRESSES</b>
Norman Dickson	530 Commerce Drive Suite A, Largo, FL 33770
Donald H. Marks, M.D., PhD.	1521 Fairway View Drive Hoover, Alabama 35244
John F. Barnett	1675 Independence Boulevard Sarasota, Florida 34234
Robert McCoy	C/O Valley Inspired Products, Inc. 3953 West 143rd Street Savage, MN 66378

#### ARTICLE VIII

Members of the Board of Directors or any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can simultaneously communicate with one another, is used.

#### ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve the director personally, directly, or indirectly, or that it may involve any person, firm, corporation, or other entity in which such director has a direct or indirect interest.

#### ARTICLE X

The name and address of the person signing these articles as the Incorporator is: Donald H. Marks, M.D., PhD., 1521 Fairway View Drive, Hoover, Alabama 35244.

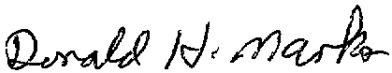
#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by the written consent of all shareholders.

#### ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

Executed this 12 day of September, 2000.

  
DONALD H. MARKS, M.D., PhD.

STATE OF ALABAMA )

COUNTY OF Jefferson )

BEFORE ME, the undersigned authority personally appeared DONALD H. MARKS, M.D., PhD. to me known to be the person who subscribed to the foregoing Articles of Incorporation of Universal Oxygen, Inc. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed. DONALD H. MARKS, M.D., PhD. is personally known to me or produced AL DL 7094258 as identification.

WITNESS my hand and seal this 12th day of September, 2000.



Carol E. Mays  
NOTARY PUBLIC

MY COMMISSION EXPIRES JUNE 30, 2003

CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

UNIVERSAL OXYGEN, INC. desiring to organize under the laws of the State of Florida, hereby designates ALTOM M. MAGLIO, ESQ., as its registered agent, and 22 South Tuttle Avenue, Suite 4, Sarasota, Florida 34237, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



ALTOM M. MAGLIO, ESQ.

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TALLAHASSEE, FLORIDA