

TRANSMITTAL LETTER

P01000001506

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

SUBJECT: RESPIRATORY SOLUTIONS HOME MEDICAL EQUIPMENT, INC.
(Proposed corporate name - must include suffix)

200003523782--3
-01/04/01--01084--009
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Watkins & Caleen, P.A.
Name (Printed or typed)

1725 Mahan Drive, Ste. 201
Address

Tallahassee, FL 32308
City, State & Zip

(850) 671-2644
Daytime Telephone number

RECEIVED

01 JAN -4 PM 2:14

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -4 PM 2:20

APPROVED
AND
FILED

DIVISION OF CORPORATION

01 JAN -4 PM 2:12

RECEIVED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
RESPIRATORY SOLUTIONS
HOME MEDICAL EQUIPMENT, INC.**

01 JAN -4 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLE I
NAME**

The name of this corporation is Respiratory Solutions Home Medical Equipment, Inc.

**ARTICLE II
PURPOSE**

This corporation is organized for the purpose of engaging in the business of sales of medical devices and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district or possession of the United States, or by the foreign country.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares, which the corporation shall have authority to issue, is 100 shares of common stock with a par value of ten dollars (\$10.00) each. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 7626 Broken Oak Lane, Sugar Land, Texas 77479. The mailing address for this corporation shall be 7626 Broken Oak Lane, Sugar Land, Texas 77479. The name and address of the initial registered agent of this corporation shall be David Watkins, Watkins & Caleen, P. A., 1725 Mahan Drive, Suite 201, Tallahassee, Florida 32317.

**ARTICLE V
ORIGINAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members, who need not be residents of State of Florida or shareholders of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial officers/ directors of this corporation are:

President/Director	Jacqueline R. Otis 7627 Broken Oak Lane Sugar Land, TX 77479
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Vice President/ Director	Evelyn E. Otis 7627 Broken Oak Lane Sugar Land, TX 77479
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**ARTICLE VI
DURATION**

The period of duration of this corporation is perpetual.

**ARTICLE VII
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is Jacqueline R. Otis, 7627 Broken Oak Lane, Sugar Land, Texas 77479

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

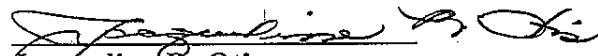
**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto.

**ARTICLE X
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, all shares of common stock currently authorized and issued.

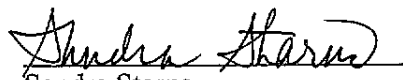
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of December, 2000.

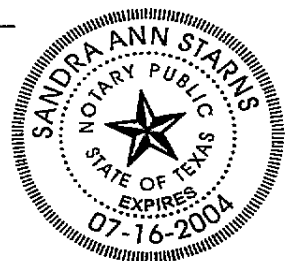

Jacqueline R. Otis

**STATE OF TEXAS
COUNTY OF HARRIS**

BEFORE ME, the undersigned authority, personally appeared JACQUELINE R. OTIS, who is personally known to me to be the person described in and who executed and subscribed the above Articles of Incorporation, and she did so freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Houston, Harris County, Texas, this 12th day of December, 2000.


Sandra Starns
Notary Public
Commission number: 01058114-0
My commission expires: 7-16-04



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is RESPIRATORY SOLUTIONS HOME MEDICAL EQUIPMENT, INC.

2. The name and address of the registered agent is

W. David Watkins, Watkins & Caleen, P.A.

1725 Mahan Drive, Suite 201, Tallahassee, Florida 32317

Dated this 12th day of December, 2000.

RESPIRATORY SOLUTIONS HOME MEDICAL
EQUIPMENT, INC.

By: _____

Jacqueline R. Otis,
President

01 JAN 20 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT A 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated this 3RD day of ~~December~~ ^{JANUARY}, 2000.

W. David Watkins

Watkins & Caleen, P.A.
1725 Mahan Drive, Suite 201
Tallahassee, FL 32317
(850) 671-2644