

Crescent Consulting Services, Inc.

1125 N. Summit Street
Crescent City, FL 32112
phone (904) 698-1331
fax (904) 698-2004

PD1000024965
March 2, 2001

Department of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

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

Re: Articles of Incorporation
Respiratory ProviderLink, Inc.

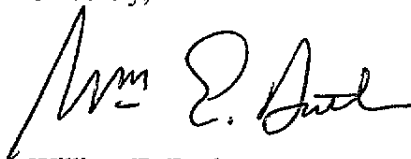
Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Respiratory ProviderLink, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Secretary of State in the amount of \$78.75 in payment of the filing fee and for a certified copy.

Please certify the enclosed copy of the Articles of Incorporation and return it to William E. Butler, 1125 N. Summit Street, Crescent City, Florida, 32112, by regular mail. Thank you for your assistance.

Sincerely,



William E. Butler

Enclosures

FILED
01 MAR -6 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-9-01

**ARTICLES OF INCORPORATION
OF
RESPIRATORY PROVIDERLINK, INC.**

FILED
01 MAR -6 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Respiratory ProviderLink, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at and the mailing address of the corporation is 1125 North Summit Street, Crescent City, Florida, 32112.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 1,000, all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote per share so held. At all meetings of shareholders, a majority in number of shares entitled to vote at such meeting, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1125 North Summit Street, Crescent City, Florida 32112, and the name of the initial registered agent of this corporation at that address is Marilyn Clark.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Marilyn Clark

1125 North Summit Street
Crescent City, Florida 32112

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director until the first annual meeting of the shareholders is as follows:

Warren D. Fletcher

1125 North Summit Street
Crescent City, Florida 32112

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

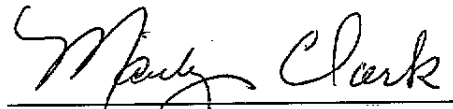
ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 2nd day of March, 2001.


Marilyn Clark

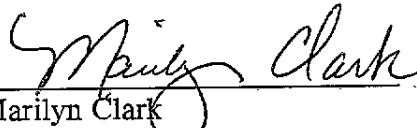
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Respiratory ProviderLink, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Crescent City, County of Putnam, State of Florida, has named Marilyn Clark, located at 1125 North Summit Street, Crescent City, Putnam County, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Marilyn Clark
Resident Agent

FILED
01 MAR -6 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA