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October 18, 2001

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500004647935--3
-10/22/01--01052--011
*****70.00 *****70.00


Re: **Elite Respiratory & Medical Supplies, North, Inc.**

To Whom It May Concern:

Enclosed herein please find original and copy of Articles of Incorporation for **Elite Respiratory & Medical Supplies, North, Inc.** for filing. Also enclosed is my check in the amount of \$70.00 to cover costs. I would request that you please return the enclosed copy of Articles to me indicating the date of filing.

Your prompt attention to this matter is appreciated.

Very truly yours,


ROXANNE BARTZ
Legal Assistant

FILED
01 OCT 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch OCT 23 2001

ARTICLES OF INCORPORATION
OF
ELITE RESPIRATORY & MEDICAL SUPPLIES, NORTH, INC.

FILED
01 OCT 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. - NAME

The name of this corporation is **ELITE RESPIRATORY & MEDICAL SUPPLIES, NORTH, INC.**

ARTICLE II. - PURPOSE

This corporation is organized for the purposes of engaging in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - STOCK

This corporation is authorized to issue One Thousand Five Hundred (1,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - EXISTENCE & COMMENCEMENT

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V. - PRINCIPAL OFFICE

The street address of the principal office is: **4901 E. Silver Springs Boulevard, Ocala, Florida 34470.**

ARTICLE VI. - REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent of this corporation is:

Roger D. Hughes, Jr., 707 N. E. 17th Avenue, Ocala, Florida 34470

ARTICLE VII. - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Cindy K. McCallum, 7911 Osteen Road, New Port Richey, Florida 34653
Laura A. Frey, 7508 Mallard Street, New Port Richey, Florida 34654

ARTICLE VIII. - INDEMNITY OF OFFICERS & DIRECTORS

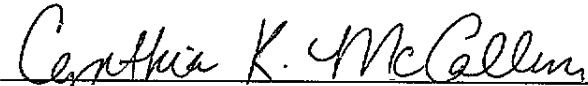
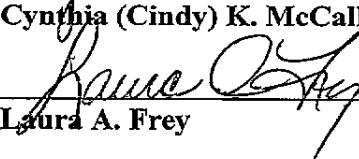
The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE IX. - INCORPORATORS

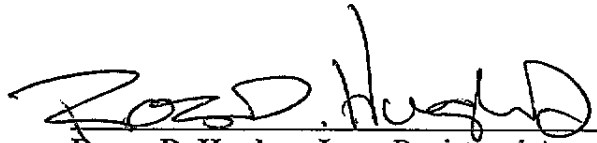
The names and street addresses of the incorporators signing these Articles are as follows:

Cindy K. McCallum, 7911 Osteen Road, New Port Richey, Florida 34653
Laura A. Frey, 7508 Mallard Street, New Port Richey, Florida 34654

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of October, 2001.

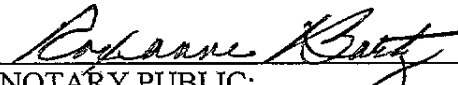

Cynthia (Cindy) K. McCallum

Laura A. Frey

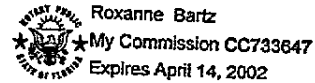
IN WITNESS WHEREOF, the undersigned, having been named as registered agent in these articles of incorporation and to accept service of process for the above corporation at the place designated in these articles of incorporation, I hereby accept the appointment as registered agent and agree to act in 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 obligations of my position as registered agent.


Roger D. Hughes, Jr. as Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument, Articles of Incorporation, was acknowledged before me this 18th day of October, 2001, by **Cynthia (Cindy) K. McCallum, Laura A. Frey and Roger D. Hughes, Jr.**, who are personally known to me.


NOTARY PUBLIC: _____
(Print, type or stamp name of Notary)
(Commission Number and Expiration Date)



THIS INSTRUMENT PREPARED BY:
J. HARRIS COOK, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105