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Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

Re: **FIRST CHOICE RESPIRATORY CARE, INC.**

I have enclosed for filing the ARTICLES OF INCORPORATION of FIRST CHOICE RESPIRATORY CARE, INC. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$78.75 representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,

William L. Thompson, Jr.

WLT/pto

Enclosures

FILED
02 JAN 18 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Gary John Lancaster
4566 Longleaf Court
Orange Park, Florida 32003

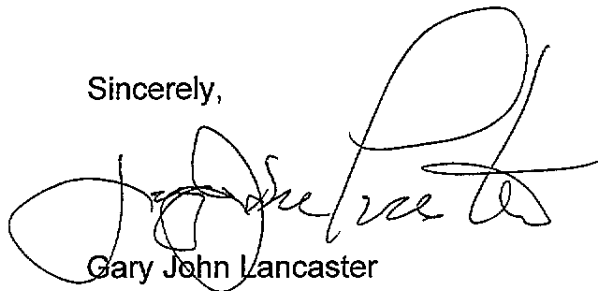
Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **FIRST CHOICE RESPIRATORY CARE, INC.**

Dear Sir/Madam:

I am the Incorporator of the Corporation First Choice Respiratory Care, Inc. As owner of the trade name, I consent to the name First Choice Respiratory Care to be used as the name of the corporation.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary John Lancaster", is written over a printed name. The signature is stylized with large loops and a long horizontal stroke extending to the right.

Gary John Lancaster

ARTICLES OF INCORPORATION
OF
FIRST CHOICE RESPIRATORY CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is "First Choice Respiratory Care, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in respiratory therapy and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$.10 per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 4566 Longleaf Court, Orange Park, Florida 32003. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Gary John Lancaster

4566 Longleaf Court
Orange Park, Florida 32003

ARTICLE IX

BYLAWS

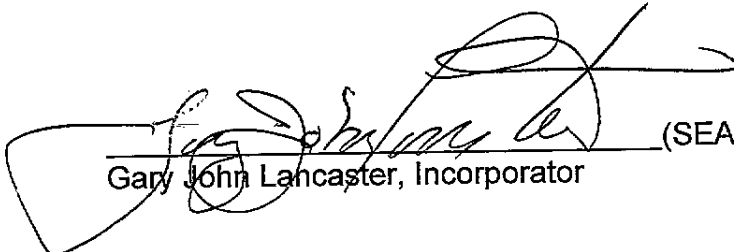
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 17th day of January 2002.



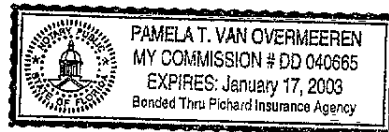
Gary John Lancaster, Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 17th day of January, 2002, by Gary Paul Lancaster, who [] is personally known to me or [he] who has produced FL Driver License as identification.

Pamela T. van Overmeeren
Print Name: Pamela T. van Overmeeren
Notary Public, State of Florida

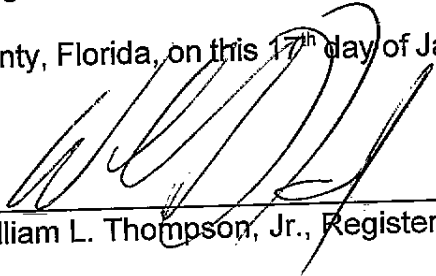
(SEAL)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FIRST CHOICE RESPIRATORY CARE, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon First Choice Respiratory Care, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 17th day of January 2002.



William L. Thompson, Jr., Registered Agent

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02 JAN 18 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA