

GORMAN & MATTHEW, P.A.

LAWYERS

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PO20008039

JUL 22, 2002

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*****70.00 *****70.00

Corporations Division
Post Office Box 6327
Tallahassee, FL 32314

Re: D&S Sleep and Medical Equipment, Inc.

Dear Sir/Madam:

Enclosed are the original Articles of Incorporation for filing with your office. A check in the amount of \$70.00 is enclosed for the filing fee.

If anything further is needed, please advise.

Sincerely,

Sidney L. Matthew

Sidney L. Matthew

SLM

SLM/gc
Enclosures

SLM/gc

02 JUL 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF
D & S SLEEP AND MEDICAL EQUIPMENT, INC.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is **D & S SLEEP AND MEDICAL EQUIPMENT, INC.**,
whose address is 36474 Emerald Coast Parkway, Suite 4101, Destin, FL 32541.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 36474 Emerald
Coast Parkway, Suite 4101, Destin, FL 32541.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at
any one time is 60 shares of no par value stock.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is STARLENE STEVENSON
DUNN, 36474 Emerald Coast Parkway, Suite 4101, Destin, FL 32541.

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

BILL VORDTRIEDE
247 Sea Winds Drive
Santa Rosa Beach, FL 32459

STARLENE STEVENSON DUNN
36474 Emerald Coast Parkway, Suite 4101
Destin, FL 32541

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TALLAHASSEE FLORIDA

ARTICLE VI. DURATION.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This corporation shall have two directors initially. The number of directors may either be increased or decreased from time to time as provided in the by-laws. The names and addresses of the initial directors of this corporation are:

BILL VORDTRIEDE
247 Sea Winds Drive
Santa Rosa Beach, FL 32459

STARLENE STEVENSON DUNN
36474 Emerald Coast Parkway, Suite 4101
Destin, FL 32541

ARTICLE VIII. BY-LAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK.

Shares held by the initial shareholders of the corporation may not be resold or otherwise transferred to other persons unless such shares are offered first to the other shareholders and then to the corporation. The price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

ARTICLE X. INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17 day of July, 2002.

Starlene Stevenson Dunn
STARLENE STEVENSON DUNN

Bill B. Vordtriede
BILL VORDTRIEDE

I HEREBY ACCEPT THE DESIGNATION AS RESIDENT AGENT OF THE CORPORATION.

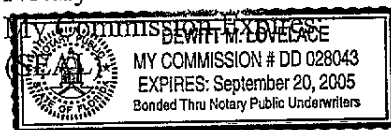
Starlene Stevenson Dunn
STARLENE STEVENSON DUNN

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME appeared STARLENE STEVENSON DUNN who is personally known to me or who produced FL. D. License as identification, and who executed the foregoing Articles, and she acknowledged before me that she executed those Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17 day of July, 2002.

B. M. Lovelace
Notary Public



STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME appeared BILL VORDTRIEDE who is personally known to me or who produced FL. D.L. as identification, and who executed the foregoing Articles, and he acknowledged before me that he executed those Articles.

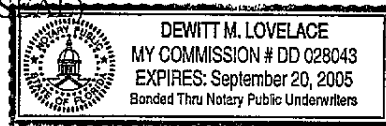
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 7 day of July, 2002.

[Signature]

Notary Public

My Commission Expires:

(SEAL)



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02 JUL 23 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA