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2003 MAY 29 PM 5:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JS  
6/4/03

LAW OFFICES  
**HAAG, FRIEDRICH & WILCOX, P.A.**

452 PLEASANT GROVE ROAD  
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG\*\*  
JOHNNYE L. FRIEDRICH\*\*  
LARRY M. HAAG\*  
MARIE T. BLUME

TELEPHONE: (352) 726-0901  
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\*CERTIFIED FAMILY LAW MEDIATOR  
\*CERTIFIED CIRCUIT COURT MEDIATOR  
\*BOARD CERTIFIED CITY, COUNTY AND  
LOCAL GOVERNMENTAL LAW  
\*ADMITTED TO OKLAHOMA BAR

DAVID L. WILCOX  
1979-1997

May 27, 2003

Corporate Records Bureau  
Division of Corporations  
DEPARTMENT OF STATE  
Post Office Box 6327  
Tallahassee, Florida 32314

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2003 MAY 29 PM 5:30  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**RE: U.S. HOME HEALTH CARE SERVICES, INC.**

Dear Sir or Madam:


Enclosed please find an original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed herewith is a check for \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to the undersigned.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Cordially,

HAAG, FRIEDRICH & WILCOX, P.A.

By:   
Marie T. Blume

MTB/mfd  
Enclosures

**FILED**

**ARTICLES OF INCORPORATION**

2003 MAY 29 PM 5:30

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**U. S. HOME HEALTH CARE SERVICES, INC.**

The undersigned, acting as incorporators of the corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of the corporation shall be:

U. S. HOME HEALTH CARE SERVICES, INC.

**ARTICLE II. DURATION.**

This corporation shall have perpetual existence.

**ARTICLE III. PURPOSES**

The purposes for which the incorporation is organized are to provide durable medical equipment lease/rental services and related activities and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes 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 said state, territory, district or possession of the United States or foreign country.

**ARTICLE IV. AUTHORIZED SHARES**

The aggregate number of shares of stock the corporation shall have the authority to issue is Two Thousand Five Hundred (2,500) shares of \$1.00 par value common stock, which shall be designated "common shares". Said shares shall be

of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

#### **ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address of the initial registered agent is:

452 Pleasant Grove Road  
Inverness, FL 34452

and the name of the initial registered agent at such address is:

MARIE T. BLUME, ESQ.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members who shall be MARIO CARANZETTI, PATRICIA KERN, and LYNN CARANZETTI, and who shall serve as directors until the first annual meeting of the shareholders or until their successors shall have been elected and qualified. The address of the initial directors is:

73 S. Secretariat Point  
Inverness, FL 34453

The number of members of the Board of Directors may be increased or decreased by a majority vote of shareholders.

#### **ARTICLE VII. INITIAL INCORPORATORS**

The names and address of the initial incorporator is:

MARIO CARANZETTI

who resides at:

14 S. Pole Star Point  
Inverness, FL 34453

#### **ARTICLE VIII. SHAREHOLDER ACTION**

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action, unless otherwise set forth in the By-laws.

#### **ARTICLE IX. AMENDING ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

#### **ARTICLE X. PREEMPTIVE RIGHTS.**

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, 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 (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

#### **ARTICLE XI. PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:

73 S. Secretariat Point  
Inverness, FL 34453

**IN WITNESS WHEREOF**, the undersigned incorporators have executed

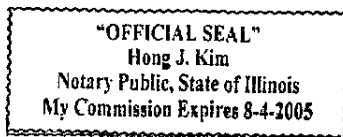
these Articles of Incorporation at Inverness, Citrus County, Florida on this the 22 day of May, 2003.

  
MARIO CARANZETTI  
Incorporator

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 22 day of May, 2003, by MARIO CARANZETTI, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced: URL: CB525410030  
X: 01-20-2006



  
NOTARY PUBLIC  
My Commission Expires: 08-04-2005

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

U.S. HOME HEALTH CARE SERVICES, INC.

2. The name and address of the registered agent and office is:

MARIE T. BLUME, ESQ.  
452 Pleasant Grove Road  
Inverness, FL 34452

Having been named as registered agent and to accept service of process for the above stated corporation at the 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 obligations of my position as registered agent.

  
MARIE T. BLUME, ESQ.

5-27-03  
Date

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of May, 2003, by MARIE T. BLUME, ESQ., who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:

*Personally Known*



Patrice Dorsher  
Commission # 100052895  
Expires Sep. 23, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

My Commission Expires: 9-25-05

FILED  
2003 MAY 29 PM 5:30  
CLERK OF STATE  
TALLAHASSEE FLORIDA