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FLORIDA PROFIT/NON PROFIT CORPORATION

IMCO Home Care, Inc.

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ARTICLES OF INCORPORATION
OF
IMCO HOME CARE, INC.
A Florida Corporation

ARTICLE 1

NAME

The name of this corporation is: IMCO Home Care, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

PURPOSES

The purposes for which the corporation is organized is first to establish, grow and maintain an association of independently owned and operated distributors of home care supplies and equipment (the "Association"); and second, to provide value and services to the Association members by coordinating, packaging and making available to the members (a) the opportunity to purchase home care supplies and equipment from vendors at special rates negotiated by the Association; and (b) the opportunity to benefit from the Association's promotional programs and networking programs. The corporation's and the Association's activities shall be specifically limited to the market of home care supplies and home care equipment for ultimate distribution to home care dealers and home care nursing associations. The corporation shall not make available to Association members home care supplies or equipment for ultimate distribution to hospitals, clinics, physicians' offices or nursing homes. It shall be the purpose and obligation of the corporation to enforce this prohibition so that its Association members do not distribute the equipment and supplies purchased

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through the Association to hospitals, clinics, physicians' offices or nursing homes. The corporation shall terminate the Association membership of any Association member which on a regular basis distributes equipment and supplies purchased through the Association to one or more hospitals, clinics, physicians' offices or nursing homes. The corporation shall engage in no business activities other than those expressly authorized herein.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of common voting stock having a par value of \$10.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 129 Executive Circle, Daytona Beach, Florida 32114. The name and address of the initial registered agent of the corporation is William I. McLaughlin, III, 129 Executive Circle, Daytona Beach, Florida 32114.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the names and addresses of each person who is to serve as a member thereof are as follows:

William I. McLaughlin, III
85 Shadow Creek Way
Ormond Beach, Florida 32174

Susan G. McLaughlin
85 Shadow Creek Way
Ormond Beach, Florida 32174

Debra A. Bullock
6067 Spruce Point Circle
Port Orange, Florida 32128

The number of directors may be changed from time to time in accordance with the bylaws.

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ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

William I. McLaughlin, III
85 Shadow Creek Way
Ormond Beach, Florida 32174

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 27 day of Feb, 2008 ;

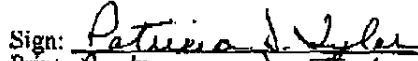


William I. McLaughlin, III

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 27 day of February,
2008, by WILLIAM I. MCLAUGHLIN, III, who is personally known to me or has produced
as identification.

NOTARY PUBLIC:

Sign: 
Print: Patricia A. Tyler
State of Florida At Large
(Seal)
My Commission Expires: 8/12/2011
Title/Rank: _____
Commission Number: 01679392

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, IMCO HOME CARE, INC. hereby designates William I. McLaughlin, III, 129 Executive Circle, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

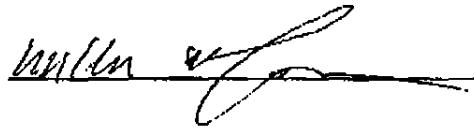
IMCO HOME CARE, INC.

By: 
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of IMCO HOME CARE, INC., for service of process within the State of Florida.

William I. McLaughlin



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