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*Amended And
Restated Articles*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY 28 2:28 PM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY 28 PM 2:28

Roberts JUN 02 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: National Respiratory Medical Company

DOCUMENT NUMBER: P08000046138

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Louise W. Spivey, Esq.

Name of Contact Person

Louise W. Spivey, P.A.

Firm/ Company

600 Easton Drive

Address

Lakeland, Florida 33803

City/ State and Zip Code

jkellypa@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Louise W. Spivey

Name of Contact Person

at (863)

683-7768

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL RESPIRATORY MEDICAL COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY 28 PM 2:28

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 607 of the Florida Statutes, supersede and take the place of the existing Articles of Incorporation of NATIONAL RESPIRATORY MEDICAL COMPANY (the "Corporation"), which were filed with the Florida Department of State on May 7, 2008 (Document No. P08000046138).

WHEREAS, these Amended and Restated Articles of Incorporation were unanimously approved by all of the Directors and all of the Shareholders of the Corporation by written actions adopted on May 15, 2009.

BE IT RESOLVED, that the Articles of Incorporation of the Corporation, be and the same are hereby amended and restated to read as follows:

**ARTICLES OF INCORPORATION
OF
NATIONAL RESPIRATORY MEDICAL COMPANY**

ARTICLE I - NAME

The name of this corporation is NATIONAL RESPIRATORY MEDICAL COMPANY.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is 4409 Sun N' Lake Boulevard, Suite D, Sebring, Florida, 33872.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on May 7, 2008.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is 4409 Sun N Lake Boulevard, Suite D, Sebring, Florida, 33872 and the name of the registered agent of this corporation at that office is W. James Kelly.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the directors of the corporation are:

W. James Kelly
4409 Sun N Lake Boulevard, Suite D
Sebring, Florida 33872

Karen L. Kelly
4409 Sun N Lake Boulevard, Suite D
Sebring, Florida 33872

ARTICLE VIII - INDEMNIFICATION

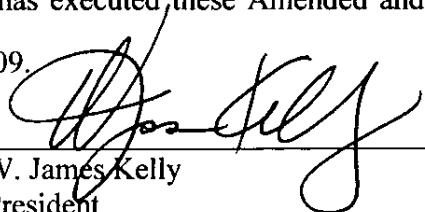
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

* * *

These Amended and Restated Articles of Incorporation of NATIONAL RESPIRATORY MEDICAL COMPANY were unanimously adopted by the Directors and Shareholders by Actions By Written Consent dated May 15, 2009, as required by the Articles of Incorporation for

this amendment and restatement to be effective. These Amended and Restated Articles of Incorporation shall be effective as of the date of their filing.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 15th day of May, 2009.




W. James Kelly
President

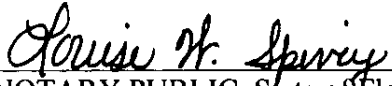
STATE OF FLORIDA

COUNTY OF POLK

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 15th day of May, 2009, by W. James Kelly, ☒ who is personally known to me or ☐ who has produced a Florida driver's license as identification and who did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
 Louise W. Spivey
Commission # DD629639
Expires: JAN. 27, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

(Affix Notary Seal)

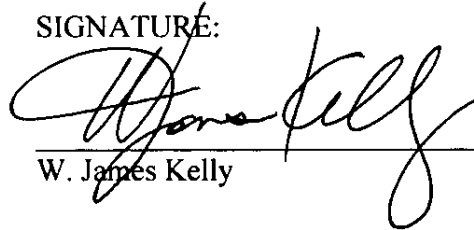


NOTARY PUBLIC, State of Florida
Print name: Louise W. Spivey
My commission expires: 01-27-2011

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



W. James Kelly

DATE: May 15, 2009