Suite 910

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Jon J. Ferdinand Karen Sullivan

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February 11, 2002

VIA AIRBORNE EXPRESS

Department of State State of Florida Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

50000491099 -02/12/02--01026

*****43.75

Re:

(1) ALL RESPIRATORY CARE, INC., dissolved corporation - Document No. P90000115907 (2) ALL RESPIRATORY CARE, INC. - Document No. P94000011824 - Name Change to HEALTH CARE RESPIRATORY, INC.

Our File No.: 2002-1519

Dear Sir or Madam:

Please find enclosed the following:

- Articles Of Revocation Of Dissolution of ALL RESPIRATORY CARE, INC., a dissolved 1. Florida corporation (Document No. P00000115907), together with our client's check payable to the Department Of State in the amount of \$43.75, representing the filing fee of \$35.00 plus \$8.75. for certified copy.
- Affidavit of Stefen Gitterman concerning permission for use of name ALL RESPIRATORY 2. CARE, INC. 7
- Articles Of Amendment To Articles Of Incorporation of ALL RESPIRATORY CARE, INC. 3. (Document No. P94000011824), together with our client's check payable to the Department Of State in the amount of \$43.75, representing the filing fee of \$35.00 plus \$8.75 for certified copy.

Please return the certified copies of the documents referred to in Paragraphs 1 and 3 above to this office in the enclosed self-addressed, stamped envelope.

Thank you for your consideration with regards to the above matters and if you have any questions regarding same, please feel free to contact me.

Sincerely.

KAREN M. SULLIVAN

KMS:dm

Encl.

cc: client (with enclosures) 2002-1519\Ldeptstate

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OF	TABLE TO BE
ALL RESPIRATORY CARE, INC.	ANY OF ANY OF
P 94000011824	N 12: 3
(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

(Name change)

HEALTH CARE RESPIRATORY, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

	the date of each amendment's adoption:	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
EX	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient	
	for approval by(voting group)	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature_	Signed this	
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	Stefen Gitterman	
	(Typed or printed name)	
	President	

(Title)

February 2002