

Janet Sclafani  
1008 67th Avenue Drive West  
Bradenton, Florida 34207

P95000005406

January 11, 1995

Corporate Records Bureau  
Division of Corporation  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

000001383410  
-01/18/95--01110--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Pediatric Respiratory Management, Inc.

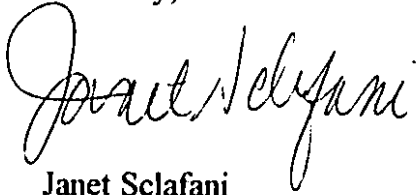
Gentlemen:

Enclosed please find the following:

1. Original and copy of Certificate of Incorporation and Resident Agent Certificate; and
2. Check in the amount of \$ 122.50 representing \$35.00 Filing Fee, \$ 52.50 certified copy of Certificate and \$ 35.00 Resident Agent fee.

Thank you for your anticipated courtesy and cooperation

Sincerely,

  
Janet Sclafani

FILED  
95 JAN 18 PM 3:29  
TALLAHASSEE, FLORIDA

KJK  
1/20/95

## **PEDIATRIC RESPIRATORY MANAGEMENT, INC.**

### **ARTICLES OF INCORPORATION**

BY THESE ARTICLES OF INCORPORATION, the subscribers form a corporation under Florida law.

1. **NAME.** The name of the corporation is: Pediatric Respiratory Management, Inc.
2. **NATURE OF BUSINESS:** The corporation may engage in any activity or business permitted under the laws of the United States, or this State or both.
3. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares of common stock. The Board of Directors may dispose of the authorized but unissued stock from time to time.
4. **INITIAL CAPITAL.** The corporation will begin business with capital of \$500.00
5. **TERM.** The corporation shall exist perpetually.
6. **REGISTERED OFFICE ADDRESS.** The initial street address in Florida is: 1008 67th Avenue Drive West, Bradenton, Florida 34207. It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent at this address is Janet Sciafani.
7. **DIRECTOR.** The corporation shall have one (1) director initially. The number may be changed from time to time by the stockholders
8. **INITIAL DIRECTOR.** The name and street address of each member of the first Board of Directors is: Janet Sciafani, 1008 67th Avenue Drive West, Bradenton, Florida 34207. Each director shall hold office until the first annual meeting of stockholders.

FILED  
JAN 8 PM 3:29  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

9. OFFICERS. The names of the initial officers of the corporation are:  
Janet Sclafani President/Treasurer/Secretary

10. SUBSCRIBER. The name and street address of each subscriber to these Articles of Incorporation is: Janet Sclafani, 1008 67th Avenue Drive West, Bradenton, Florida 34207.

11. ORGANIZATION. The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.

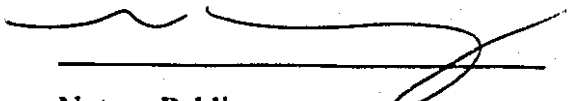
12. BYLAWS. After adoption of the initial bylaws under the preceding article, bylaws may be adopted, amended or repealed by the stockholders of the corporation. The board of Directors may adopt bylaws, subject to the stockholders' approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.

13. REGISTERED RESIDENT AGENT. The corporation designates Janet Sclafani as its agent to accept service of process within this State.

14. STOCK RESTRICTIONS. By agreement, stockholders and the corporation may limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of purchase to each other and prescribe the terms and limitation of the rights.

STATE OF FLORIDA  
COUNTY OF MANATEE

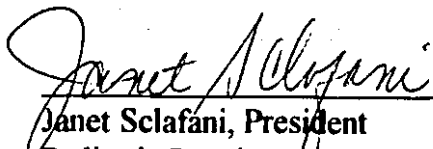
The foregoing instrument was acknowledged before me this 11th day of January, 1995, by Janet Sclafani, as President of Pediatric Respiratory Management, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me.

  
Notary Public **RICHARD A. LOVESKY**  
MY COMMISSION & CREDENTIALS EXPIRES  
JANUARY 8, 1997  
ISSUED THROUGH TROY PAUL INSURANCE, INC.

Richard Lovesky  
Printed Name  
State of Florida at Large (Seal)  
My Commission Expires:

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts this designation.

  
Janet Sclafani, President  
Pediatric Respiratory Management, Inc

FILED  
95 JUN 18 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA