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95 FEB 13 PM 3:32

SECRETARY OF STATE  
TALL 20544003 01073--012  
\*\*\*175.00 \*\*\*175.00

Law Offices of M. ROSS SHULMESTER  
3081 East Commercial Blvd.  
Ft. Lauderdale, Fla. 33308-4381

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/14/94  
Examiner's Initials

**Articles of Incorporation**

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of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Respiratory R Solutions, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

**Article 1**

The name of this corporation shall be **RESPIRATORY R SOLUTIONS, INC.** Where the "R" symbol cannot be conveniently used, the name **RESPIRATORY Rx SOLUTIONS, INC.**, shall be deemed equivalent.

**Article 2**

This corporation shall have perpetual existence.

**Article 3**

The general purposes for which the corporation is organized is to conduct business in the field of Distribution of Respiratory Pharmaceuticals and Equipment, and for all other lawful purposes for which a corporation may be formed under the laws of the United States and of the State of Florida.

**Article 4**


The aggregate number of shares which the corporation is authorized to issue is 6,000 shares. Such shares shall be of a single class, and shall have a par value of \$1.00.

## Article 5

The street address of the initial registered and principal office of the corporation is 3081 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the name of its initial registered agent at such address is M. ROSS SHULMISTER.

### Acceptance of Initial Registered Agent

I hereby accept this designation as registered agent, and I agree to comply with the provisions of the Florida General Corporation Act, with respect to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

## Article 6

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who will serve as members of the initial Board of Directors are as follows:

Howard Rich  
5009 NW 97 Drive  
Coral Springs, FL 33067

Leo Noboa  
25 Edmund Road  
Hollywood, FL 33023

## Article 7

A. The business of the corporation shall be conducted and managed by its Board of Directors, which shall consist of not fewer than one (1) nor more than five (5) directors. A majority of the first Board of Directors, named above, shall have the power to approve and adopt By-Laws of the corporation until their successors are duly elected or appointed.

B. The qualifications, time and place of election, and term of office of each director shall be as provided in the By-Laws.

C. The officers of the corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be specified in the By-Laws. These officers shall be chosen, shall serve for such term, and shall have such duties as may be prescribed in the By-Laws.

### Article 8

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be affected in any way or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of this corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or as if he were not so interested.

### Article 9

A. **Stockholders Agreements.** The corporation and its stockholders, or the stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation or the stockholders or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or in the By-Laws shall be construed to authorize a transfer of such stock upon the books of the corporation in violation of such agreements.

B. **Indemnification of Directors.** The corporation shall indemnify any director who, by virtue of his being an officer or director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the

discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. **Directors' Liability.** No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. **Reimbursement of Directors.** In any action or proceeding brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him in the course of the action or proceeding.

#### Article 10

The directors shall not be liable for illegal dividends or distributions made by the corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents, or on records, as to the financial condition of the corporation.

#### Article 11

A. These Articles of Incorporation shall be amended upon approval by the Board of Directors and subsequent ratification by stockholders at a stockholders meeting. Ratification shall require an affirmative vote of not less than majority of the stock entitled to vote at such meeting.

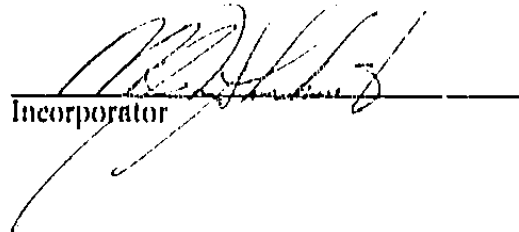
B. The amending process set forth above need not be followed if amendments are ratified by all the stockholders affixing their signatures thereto.

#### Article 12

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

M. ROSS SHULMISTER  
3081 East Commercial Boulevard  
Fort Lauderdale, Florida 33308

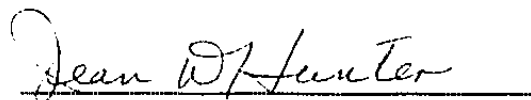
In witness whereof I have set my hand and seal to these Articles of Incorporation this 9th day of February, 1995.

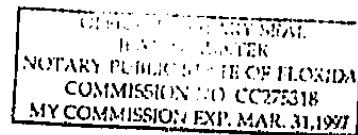
  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

I hereby certify that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared M. ROSS SHULMISTER, to me well known to be the person described as the incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged subscribing to the foregoing Articles of Incorporation.

In witness my hand and official seal in the County and State aforesaid this 9th day of February, 1995.

  
Jean W. Hunter



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95 FEB 13 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

DIVISION OF CORPORATIONS

DOCUMENT # P95000012554

1. Corporation Name

RESPIRATORY RX SOLUTIONS, INC

Principal Place of Business

3081 EAST COMMERCIAL BOULEVARD  
FORT LAUDERDALE FL 33308

Mailing Address

3081 EAST COMMERCIAL BOULEVARD  
FORT LAUDERDALE FL 33308

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable

3363 NW 168th St

New Mailing Office Address, if Applicable

3363 NW 168th St

4. Date Incorporated or Qualified  
to Do Business in Florida

02/13/1995

5. FEI Number

65-0574992

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DEFERRED ☐

\$8.75 Additional Fee required  
for a Certificate of Status

City & State  
MIAMI FL

Country  
FI  
USA

City & State  
MIAMI FL

Country  
FI  
USA

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title	2. Name of Officer and/or Director	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
Treas	RICH, HOWARD	5009 NW 97 DRIVE	CORAL SPRINGS FL 33067
Pres	NOBOA, LEO	25 EDMUND ROAD	HOLLYWOOD FL 33023
VP	IRWIN GOTTlieb	3501 N Vesper Ave #11	Hollywood FL 33021
Secy	Arthur Goldglantz	3901 N 38th Ave	Hollywood FL 33021

REINSTATEMENT

96

LFS 10-23-96

8. Name and Address of Current Registered Agent

SHULMISTER, M. ROSS  
3081 EAST COMMERCIAL BOULEVARD  
FORT LAUDERDALE FL 33308

9. Name and Address of New Registered Agent

Name: LEONIDAS NOBOA  
Street Address (P.O. Box Number is Not Acceptable):  
3363 NW 168th St  
City, Apt. #, Etc.: 330001989863-1  
City: MIAMI  
FL 33056

10. I, being appointed the registered agent, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

REGISTERED AGENT MUST SIGN

Date 10/21/96

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information  
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and no individuals named on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate and the signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

(305) 623-7840  
Daytime Phone #