

pg 15000055234

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Respiration Technologies, Inc.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50

FROM: Philippe Lawrence Medell  
Name

122 Minorca Avenue  
Address

Coral Gables, FL 33134  
City, State, & Zip

( 305 ) 441-9243  
Telephone Number

800001538788  
-0- 17/95--01032--007  
\*\*\*\*122.50 \*\*\*\*122.50

7/18/95  
TH

Note: Additional copy of articles is needed when certified copy is requested.

**ARTICLES OF INCORPORATION**  
**OF**  
**RESPIRATION TECHNOLOGIES, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: Respiration Technologies, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

122 Minorca Avenue  
Coral Gables, FL 33134

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares of Common Stock, \$1 (One Dollar) Par Value.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Philippe Lawrence Medell  
122 Minorca Avenue  
Coral Gables, FL 33134

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Philippe Lawrence Medell  
122 Minorca Avenue  
Coral Gables, FL 33134

Robert Medell  
122 Minorca Avenue  
Coral Gables, FL 33134

The undersigned has(have) executed these Articles of Incorporation this

12<sup>th</sup> day of July, 1995

Philippe Lawrence Medell, Pres.  
Signature/Title

Robert Medell, Sec.  
Signature/Title

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Respiration Technologies, Inc.
2. The name and address of the registered agent and office is:

Philippe Lawrence Medell  
122 Minorca Avenue  
Coral Gables, FL 33134

SIGNATURE

*Philippe Lawrence Medell*  
(corporate officer)

TITLE

*President*

DATE

*July 12, 1995*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Philippe Lawrence Medell*

DATE

*July 12, 1995*

REGISTERED AGENT FILING FEE: \$35.00