

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086



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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 2160000032

REFERENCE : 658273 11440A

AUTHORIZATION *Patricia Pyjette*

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1995

ORDER TIME : 3:34 PM

ORDER NO. : 658273

CUSTOMER NO: 11440A

500001558985

CUSTOMER: Tom Roman, Esq
ROMAN & ROMAN, P.A.

Suite #1
2196 Main Street
Dunedin, FL 34608

DOMESTIC FILING

NAME: CENTRAL OXYGEN & MEDICAL
EQUIPMENT, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN AUG 14 1995

FILED
95 AUG 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 AUG 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC.

The address of the principal office of this corporation shall be 517 1st Street, Apartment 4, Indian Rocks Beach, Florida 34635, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Colin Parker Dir.	517 1st Street, Apartment 4 Indian Rocks Beach, Florida 34635
Jack Frost Dir.	Same
Joseph Willis Dir.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on August 11, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

P 95000062357
R O M A N & R O M A N

Professional Association - Attorneys At Law
Thomas A. Roman - Charles Roman - Mark A. Roman - Peter J. Roman
2000 Main Street, Suite 1, Tallahassee, Florida 32301-9921
Telephone (904) 786-2915 - Facsimile (904) 786-4534

July 10, 1996

Florida Secretary of State
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

4000001894154
-07/16/96--01044--004
*****35.00 *****35.00

Re: Change of Registered Office and Registered Agent

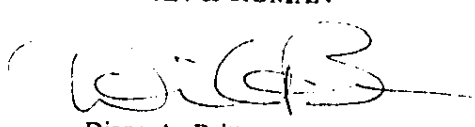
Dear Sirs:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for CENTRAL OXYGEN & EQUIPMENT SUPPLY, INC., changing the Registered Agent from Corporation Service Company to Colin Parker. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Statement of Change on the additional copy which is enclosed and return the same to me.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,

ROMAN & ROMAN


Diane A. Britton,
Legal Assistant

/db

encs.

FILED
96 AUG 12 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FL 32301

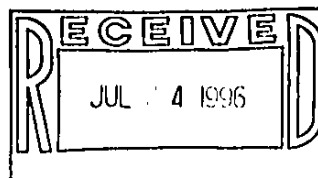
Each
CPG
8-14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 19, 1996

DIANE A. BRITTON, LEGAL ASSISTANT
ROMAN & ROMAN
2196 MAIN ST., SUITE L
DUNEDIN, FL 34698-9923



SUBJECT: CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC.
Ref. Number: P95000062357

We have received your document for CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

THE REGISTERED AGENT MUST SIGN ACCEPTING THE DESIGNATION, NOT ROMAN & ROMAN. PLEASE HAVE MY COLIN PARKER SIGN THE ACCEPTANCE STATEMENT AND UNDER HIS SIGNATURE TYPE THE TITLE, REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 896A00034663

RECEIVED

JUL 19 1996

DEPT. OF CORPORATIONS

Charter No. P95000062357
Date Filed: August 14, 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC.
2. The name and address of its present registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
3. The name and street address to which its registered agent is to be changed is Colin Parker, 8100 Park Boulevard, #B-3, Pinellas Park, FL 34665.
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Dated this 2nd day of August, 1996.

CENTRAL OXYGEN & MEDICAL EQUIPMENT, INC.

By: Colin Parker
Name: Colin Parker
Title: President

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Colin Parker
Name: Colin Parker

Date: 8-2-96

corp/cenral/ra

Filing Fee - \$35.00