

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

96 JAN 10 PM 2:58

AL JAN 10 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME 12 CK No. \_\_\_\_\_

BY MC \_\_\_\_\_

WALK-IN Will Pick Up 1/10 @ 2:00

RE: Ultracare Oxygen  
+ DME Supplies, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express**		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert-Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. F.		
<input type="checkbox"/> Dissolution/Wilhd		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	000001684850	
<input type="checkbox"/> Annual Report/Reinstatement	01/10/96--01/02--006	
<input type="checkbox"/> Reg. Agent Service	*****70.00	*****70.00
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b>		

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FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

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96 JAN 10 PM 2:59

**ARTICLES OF INCORPORATION  
OF  
Ultracare Oxygen & DME Supplies, Inc.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

**I.  
Name**

The name of the Corporation is **Ultracare Oxygen & DME Supplies, Inc.**

**II.  
Term of Existence**

The date when corporate existence will commence is upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office of the Corporation is 40120 U.S. 19 N., Tarpon Springs, FL 34689.

**IV.  
Capital Stock**

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 114 S. Pinellas Avenue, Tarpon Springs, FL 34689, and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

**VI.  
Directors**

The Corporation will have 1 director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected

and qualified, are:

<u>Name</u>	<u>Address</u>
Ethan Schlau	40120 U.S. 19 N. Tarpon Springs, FL 34689

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael E. Dris, Esquire	114 S. Pinellas Avenue Tarpon Springs, FL 34689

**VIII.**  
**Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

**IX.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE X.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**XI.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.


**XII.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XIII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on January 8, 1996.

  
\_\_\_\_\_  
Michael E. Dris, Esquire  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 8, 1996

  
\_\_\_\_\_  
Michael E. Dris, Esquire