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Florida Department of State

**Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RESPIRACARE MEDICAL EQUIPMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

C. LEWIS

SEP 25 2013

EXAMINER

H13000213454 3

**ARTICLES OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
RESPIRACARE MEDICAL EQUIPMENT, INC.**

(a for-profit Florida corporation)

Dated: September 24, 2013

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To the Department of State
State of Florida

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Respiracare Medical Equipment, Inc. (the "Corporation") adopts in its entirety these Restated Articles of Incorporation, which contain amendments (i) recapitalizing all authorized (both issued and unissued) shares of the Corporation's common stock, (ii) decreasing the total number of authorized shares of common stock from 10,000, par value \$1.00 per share to 1,000 shares of common stock, par value \$0.001 per share and (iii) reissuing each share of 500 shares of issued and outstanding. The terms of the reissue will be at the rate of 2 shares for every issued share of common stock at \$1.00 par value and shall be changed to 1,000 shares of common stock, \$0.001 par value. The remaining 9,500 shares of unissued shares of common stock, at \$1.00 par value per share shall not be converted or exchanged in any manner and will be surrendered and extinguished.

These Restated Articles of Incorporation were duly adopted by joint unanimous written consent of the board of directors and the sole shareholder effective as of the day and year first above written. The number of votes cast by the sole shareholder for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

The Corporation hereby adopts its Articles of Incorporation in its entirety, as follows:

ARTICLE I - NAME

The name of the Corporation shall be Respiracare Medical Equipment, Inc.

ARTICLE II - BUSINESS ADDRESS

The principal street and mailing address of the Corporation is:

2600 Technology Drive, Suite 300
Orlando, Florida 32804

H13000213454 3

H13000213454 3

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, as amended from time to time (the “State Corporation Law”).

ARTICLE IV – CAPITAL STOCK

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE V – DIRECTORS

The number of directors of the Corporation shall be fixed from time to time in accordance with the Bylaws (as defined below). Election of directors need not be by ballot unless the Bylaws so provide.

ARTICLE VI – LIABILITY

To the fullest extent that the State Corporation Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer. Any repeal or modification of this Article shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE VII – AMENDMENTS TO BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation (the “Board of Directors”) is hereby expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation (as may be amended or modified from time to time in accordance with their terms, the “Bylaws”), subject to the power of the shareholders holding a majority of the then-outstanding shares of the Corporation to alter or repeal any Bylaws made by the Board of Directors.

H13000213454 3

H13000213454 3

ARTICLE VIII – BANKRUPTCY

The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida provided, however, that such restriction (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by applicable law, and as may be set forth more fully in the Bylaws, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person.

ARTICLE X – AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the State Corporation Law or any successor statute, and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE XI – REGISTERED OFFICE AND AGENT

The registered office street address and name of the registered agent of the Corporation is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE XII – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

[END OF TEXT - SIGNATURE PAGE TO FOLLOW]

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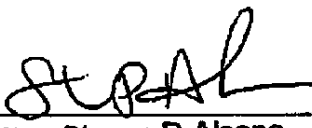
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SIGNATURE PAGE

The undersigned officer has executed this instrument as of the day and year first above written.

RESPIRACARE MEDICAL EQUIPMENT, INC.

By:


Name: Steven P. Alsene
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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