

P960000014118

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 \$ _____

RE:

Respiratory Care Research Development Inc.

No 52345

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Restatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

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SUBTOTALS

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

RECEIVED
56 MAR - 1 11:10:37
DIVISION OF CORPORATIONS

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY nc _____

WALK-IN 03/96 11:00
Will Pick Up _____

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

ARTICLES OF INCORPORATION
OF

RESPIRATORY CRITICAL CARE
RESEARCH & DEVELOPMENT, INC.

FILED

96 MAR -1 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

RESPIRATORY CRITICAL CARE
RESEARCH & DEVELOPMENT, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

Neil Winthrop

12A Amherst Court
Royal Palm Beach, FL 33411

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Neil Winthrop	12A Amherst Court Royal Palm Beach, FL 33411

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

RESPIRATORY CRITICAL CARE
RESEARCH & DEVELOPMENT, INC.
12A Amherst Court
Royal Palm Beach, FL 33411

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Royal Palm Beach, Florida for uses and purposes aforesaid, this 9 day of December, 1995.


NEIL WINTHROP

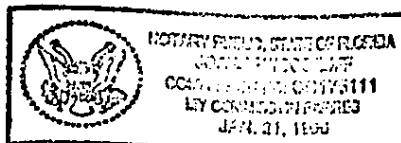
STATE OF FLORIDA)
 : ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared NEIL WINTHROP, who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Royal Palm Beach, Palm Beach County, Florida, this 9th day of December, 1995.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED


96 MAR -1 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 607.34, Florida Statutes, **RESPIRATORY CRITICAL CARE RESEARCH & DEVELOPMENT, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Mark D. Cohen, Esq., Mark D. Cohen, P.A., Presidential Circle, Ste. 417 South, 4000 Hollywood Boulevard, Hollywood, FL 33020, has named **MARK D. COHEN, ESQ.**, located at Presidential Circle, Ste. 417 South, 4000 Hollywood Boulevard, Hollywood, FL 33020 as its registered agent to accept service of process within this State.

By: 
NEIL WINTHROP

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
MARK D. COHEN, ESQ.
Mark D. Cohen, P.A.
Presidential Circle, Ste. 417 So.
4000 Hollywood Blvd.
Hollywood, FL 33020
(954) 962-1166