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The Winicki & Nuland Law Firm, P.A.

Robert J. Winicki

Christopher L. Nuland

May 22, 1996

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

200001837312  
-05/23/96--01078--01B  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom it May Concern:

Enclosed is an original and two copies of the Articles of Incorporation for Rural Respiratory Services, Inc., along with a \$70 check to file the Articles.

Please let us know when they have been filed at the following address, Christopher L. Nuland, 4427 Herschel St., Jacksonville, FL 32210.

Sincerely,

*Stefanie Thomas*

Stefanie Thomas

FILED  
96 MAY 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Doc  
5/25/96*

**ARTICLES OF INCORPORATION  
OF  
RURAL RESPIRATORY SERVICES, INC.**

FILED  
96 MAY 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is **RURAL RESPIRATORY SERVICES, INC.**

The principal place of business of this corporation shall be 2912 St. John's Avenue, #9, Jacksonville, County of Duval, Florida 32205.

**SECOND:** The duration of the corporation shall be perpetual.

**THIRD:** The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act, are as follows:

To provide certain pieces of durable medical equipment in compliance with 42 U.S.C. 1395nn.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000), all of which are of a par value of One dollar (\$1.00) and each of which are to be common shares of the same class.

Each share of stock, regardless of class, shall share equally in the distribution of assets of the Corporation with no preference other than as to the election of directors residing in any class of stock.

**FIFTH:** The address of the initial registered office of the corporation in the State of Florida is 2912 St. John's Avenue, #9, Jacksonville, County of Duval, Florida 32205; and the name of the initial registered agent of the corporation at such address is David N. Gregory.

**SIXTH:** The names and addresses of the initial members of the Board of Directors are as follows:

David N. Gregory

2912 St. John's Avenue, #9  
Jacksonville, FL 32205

Melvin Michael Witherspoon

369 Log Cabin Rd.  
Eastman, GA 31023

**SEVENTH:** The name and address of the incorporator are as follows:

Christopher L. Nuland  
4427 Herschel St.  
Jacksonville, FL 32210

**EIGHTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to his action in his official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on May 22, 1996.

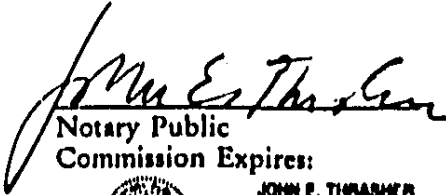


Christopher L. Nuland, Incorporator

STATE OF FLORIDA     )  
                                  ) SS.:  
COUNTY OF DUVAL     )

On this 22nd day of May 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared Christopher L. Nuland, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of RURAL RESPIRATORY SERVICES, INC., and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

  
Notary Public  
Commission Expires:

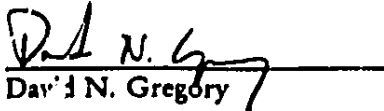


JOHN E. THRASHER  
MY COMMISSION # CC481882 EXPIRES  
September 30, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

(SEAL)

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be serviced within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
David N. Gregory

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA