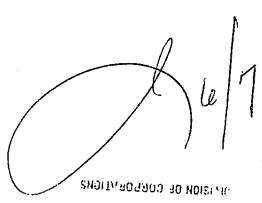


SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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ARTICLE 1.

The name of the Corporation shall be: TOTAL CARE MEDICAL EQUIPMENT, INC. The principal place of business of Series Corporation shall be:

100 West Cypress Crack Road Suite 930 Fort Lauderdale, FL 33309

ARTICLE II.

This Corporation shall exist perpetually dommending on the date these Articles are filed.

ARRIGLE III.

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.

ARRICLE IV.

This Corporation is authorised to issue 1,000 shares of \$.01 per value common stock which shall be designated "Common Stock".

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ARTICLE V.

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Pt. Leuderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Gary Cooper

ARTICLE VI.

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Lews but shall never be less than one. The name and address of the initial Director is:

Guillermo Marin 100 West Cypress Creek Road Suite 930 Fort Lauderdale, Ph 33309

The name and street address of the Incorporator of these Articles of Incorporation is:

Guillermo Marin 100 West Cypress Creek Road Suite 930 Fort Lauderdale, PL 33309

ARTICLE VII.

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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ARTICLE VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTIGLE IX.

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X.

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

ARTICLE II.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITHESE WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of June, 1996.

Guillermo Marin

STATE OF PLOXIDA

COUNTY OF BROWARD

REFORM MR, a Motary Public, authorised to take auknowledgements in the State and County set forth above, personally appeared Guillermo Marin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who auknowledged to and before me that he executed the same and who did take an eath.

WITHERS my hand and seal this day of June, 1996.

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My Commission Expires:

RESISTENCE ASSET OF TOTAL GARD MENTON, SOUTHWEST

Having been named to eccept vervice of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

GARY COOPER

STATE OF PLOSIDA COUNTY OF BROWARD

BATTE IF. Notary Public, authorized to acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Indorporation, and who acknowledged to and before we that he executed the same and who did take an outh.

WITHERS my hand and seal this

MARY ANN RIESO TYPED OR PRINTED MAKE OF

My Commission Expires:

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