

P96000052927

Caribbean Respiratory Care, Inc.

425 Twisting Pine Circle, Longwood, FL 32779

(407)774-1626

June 18, 1996

Secretary of State  
Corporate Records Bureau  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32301  
Attention: Division of Corporations

900001869979  
-06/20/96--01079--0018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Caribbean Respiratory Care, Inc.

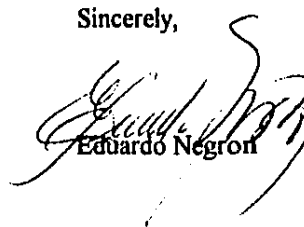
Dear Sir or Madam:

Enclosed please find the following documents pursuant to the incorporation of Caribbean Respiratory Care, Inc. along with an Airborne Express envelope for you to return the certified copy of the Articles:

1. The Articles of Incorporation of Caribbean Respiratory Care, Inc.;
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (d) \$35.00 for Designating Registered Agent; and
3. Copy of executed Articles of Incorporation to be certified and returned. Please note that the Articles of Incorporation call for corporate existence to commence upon the date of the filing of the Articles. Your assistance in filing the Articles in order to comply with the provisions of Florida Statutes, Section 607.0203 will be appreciated.

Thank you for your assistance in this matter. Should you have any questions or comments, please call me.

Sincerely,

  
Eduardo Negrón

Enclosures  
l-secstat.mrb

FILED  
JUN 20 AM 8:44  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

6-21-96  
KR

**ARTICLES OF INCORPORATION  
OF  
CARIBBEAN RESPIRATORY CARE, INC.**

FILED  
04 JUN 20 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation shall be **Caribbean Respiratory Care, Inc.**

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

**Section 1: Purposes.** The corporation is organized for the purposes of engaging in the business of selling and leasing medical equipment, providing services and for any other activity or business permitted under the laws of the United States and Florida.

**Section 2: Powers.** Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- a. All those powers authorized by statute.
- b. The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.
- c. The power to indemnify any director, officer, or employee, or former director, officer, or employee of the corporation against expense actually and necessarily incurred by him or

her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of his or her duty.

#### **ARTICLE IV**

**Section 1: Directors.** The initial number of directors of the corporation shall be four (4) and the number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

Nothing in this Article shall be construed to preclude the directors from serving their corporation in any other capacity and receiving compensation therefore. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Eduardo Negron-Chairman	425 Twisting Pine Circle Longwood, FL 32779
Santa Bonilla	Calle 9 #H-12, Alturas de Flamboyán Bayamon, Puerto Rico 00950

Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause

deemed sufficient by such shareholders. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

**Section 2: Shares.** The corporation is authorized to issue 1,000 shares of capital stock, all of one class, at \$1.00 par value. The shares shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to vote for each share which shareholders have the right to vote. All common shares shall be entitled to receive the net assets of the corporation upon its dissolution and together have unlimited voting rights.

**Section 3: Pre-emptive Rights.** The holders of the common shares of the corporation shall have a pre-emptive right to purchase the shares of common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the board of directors shall fix, such of the shares of common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held by the corporation. Such pre-emptive rights shall be exercised in the respective ratio which were the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

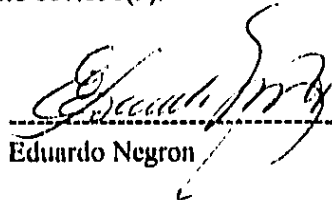
#### **ARTICLE V**

The name and address of the initial registered agent and address of the principal and registered office of the corporation is:

**Eduardo Negrón  
425 Twisting Pine Circle  
Longwood, FL 32779**

**Acceptance of Registered Agent.**

Having been named to accept Service of Process for Caribbean Respiratory Care, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.050(3).

  
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Eduardo Negrón

**ARTICLE VI**

**Section 1:** The management of the affairs of the corporation shall be exercised by the shareholders.

**Section 2:** The shareholders shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

**Section 3:** No contract or other transaction between (1) the corporation and one or more of its directors, (2) between the corporation and any firm of which one or more of its directors are members or employees of the corporation, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees of the corporation, or in which they are interested, shall be invalid solely because of the fact such interest or in the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon or in reference to such

contract or transaction, provided the facts of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and shall not be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### **ARTICLE VII**

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

**Eduardo Negrón  
425 Twisting Pine Circle  
Longwood, FL 32779**

#### **ARTICLE VIII**

Each person herein named or thereafter elected director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

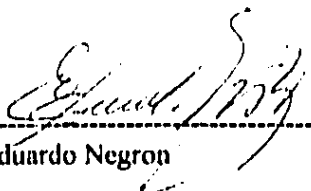
#### **ARTICLE IX**

The date when the corporate existence of this corporation shall commence is upon filing of these Articles of Incorporation.

**ARTICLE X**

The right is expressly reserved to amend these Articles of Incorporation or any article herein in any manner or respect now or thereafter permitted or provided by the corporation laws of the State of Florida, and the right of all shareholders are expressly made subject to such power or amendment.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of June, 1996.

  
Eduardo Negron

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority appeared, Eduardo Negron, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19<sup>th</sup> day of June, 1996.

  
Notary Public

My Commission Expires: 5/31/97

ainc-crc.mnb



ANNE WINSOR  
My Commission CC290657  
Expires May. 31, 1997  
Bonded by HAI  
800-422-1665

FILED  
96 JUN 20 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA