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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 138715 7117279

AUTHORIZATION : *Patricia Pizet*

COST LIMIT : \$ 70.00

FILED
95 NOV -5 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FL

ORDER DATE : October 30, 1996

ORDER TIME : 11:00 AM

ORDER NO. : 138715-005

CUSTOMER NO: 7117279

8000001996509--5

CUSTOMER: Mr. Robert E. Newton
MR. ROBERT E. NEWTON JR.

2042 Hawaii Avenue Ne

Saint Petersburg, FL 33703

DOMESTIC FILING

NAME: AMERICAN RESPIRATORY SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

KR
11-6-96

FILED
96 NOV -5 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AMERICAN RESPIRATORY SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN RESPIRATORY SERVICES, INC.

The address of the principal office of this corporation shall be 2042 Hawaii Avenue Northeast, Saint Petersburg, Florida 33703, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7241 Bryan Dairy Road, Largo, Florida 33777, and the name of the initial registered agent of the corporation at that address is Robert E. Newton, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Robert E. Newton, Jr.
Dir.

2042 Hawaii Avenue Northeast
Saint Petersburg, Florida 33703

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 5, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ADM/THW

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Robert E. Newton, Jr., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

AMERICAN RESPIRATORY SERVICES, INC.

Robert E. Newton, Jr. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *Robert E. Newton, Jr.*

Typed Name: Robert E. Newton, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA