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BLEDSON, SCHMIDT & LIPPES, P.A.

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December 27, 1996

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

Re: O2XY-Plus, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

Harold S. Lippes
Harold S. Lippes

HSL/ccv
Enclosures

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FILED
STEPHEN M. MOONLY
CHERYL ROBERSON
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
02XY-PLUS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is 02XY-Plus, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is to furnish certain home health care services.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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TALLAHASSEE, FLORIDA

Article V

Initial Registered Office and Agent

The street address of the principal office of this corporation is 12428 Autumnbrook Trail West, Jacksonville, FL 32258. The registered agent of this corporation is Richard C. Fenchel of 1248 Autumnbrook Trail West, Jacksonville, FL 32258.

Article VI

Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Richard C. Fenchel President/Director	12428 Autumnbrook Trail West Jacksonville, FL 32258

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Richard C. Fenchel
12428 Autumnbrook Trail West
Jacksonville, FL 32258

Article IX

Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 27th day of December, 1996.


Richard C. Fenchel

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by Richard C. Fenchel


Notary Public, State of Florida
at Large
My Commission expires:



CHERYL C. VICKERS
MY COMMISSION # CC417728 EXPIRES
November 7, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR

O2XY-PLUS, Inc.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

O2XY-Plus, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

Richard C. Fenchel
12428 Autumnbrook Trail West
Jacksonville, Florida 32258


Richard C. Fenchel

Dated: December 27th, 1996.

Acknowledgment

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Richard C. Fenchel

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TALLAHASSEE, FLORIDA