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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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May 21, 1997

VIA FEDERAL EXPRESS

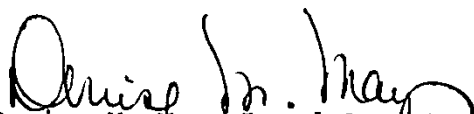
Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find Articles of Incorporation for Cypress Home Medical, Inc. Our client's check payable to the Secretary of State is enclosed in the sum of \$122.50. We look forward to receiving a Certificate of Incorporation in the very near future.

Thank you.

Very truly yours,


Denise M. May, Legal Assistant to
Karl C. Landsteiner, P.A.

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Encls.

EFFECTIVE DATE

5-21-97

Dmm
5/28/97

FILED
97 MAY 23 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CYPRESS HOME MEDICAL, INC.

FILED

97 MAY 23 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the corporation is CYPRESS HOME MEDICAL, INC.

EFFECTIVE DATE

ARTICLE TWO

5-21-97

DURATION: The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE: The purpose for which the corporation is organized are the following:

A. To engage in and transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

CAPITAL STOCK: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT: The street address of the Registered Office of the corporation is 12520 Equestrian Cr., #307, Fort Myers, Florida 33907, and the name of its initial Registered Agent at that address is Ray Bailey. The principal office of the corporation is 12520 Equestrian Cr., #307, Fort Myers, Florida

Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Directors of the corporation are:

Ray Bailey 12520 Equestrian Cr., #307, Fort Myers, Florida 33907.

ARTICLE SEVEN

INCORPORATORS: The name and address of the Incorporator is:

Ray Bailey 12520 Equestrian Cr., #307, Fort Myers, Florida 33907.

ARTICLE EIGHT

COMMENCEMENT OF CORPORATE EXISTENCE: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE NINE

PREEMPTIVE RIGHTS: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

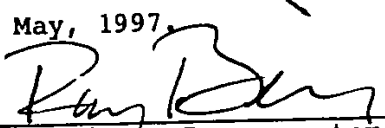
B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the

the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE TEN

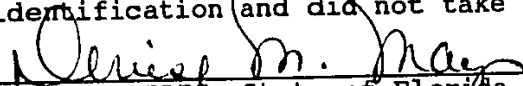
AMENDMENT: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 21 day of May, 1997.


Ray Bailey, Incorporator

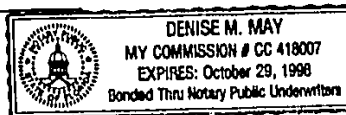
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21st day of May, 1997, by Ray Bailey, Incorporator of Cypress Home Medical, Inc. He has produced a valid Florida driver's license as identification and did not take an oath.


NOTARY PUBLIC, State of Florida

DENISE M. MAY
Print or Type Notary Name

My Commission Expires:



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97 MAY 23 AM 9:38
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACKNOWLEDGEMENT

I, Ray Bailey, am familiar with and accept the duties and responsibilities as registered agent for CYPRESS HOME MEDICAL, INC.


Ray Bailey

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21st day of May, 1997, by Ray Bailey, who has produced a valid Florida driver's license as identification and who did not take an oath. He executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.