

06/25/97

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AUTHENT. D.

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6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

10:47 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01

CORPORATE NAME: BREATHE EASY SOUTH, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (352)343-8801

MAILING NAME/ADDRESS: CAUTHEN & OLDHAM, P.A.
131 W MAIN ST
TAVARES

FL 32778- US

CERTIFICATE(S) REQUESTED: YES

ESTIMATED CHARGES: \$131.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:47 AM

((H97000010456 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CAUTHEN & OLDHAM, P.A.

ACCT#: 075206002614

CONTACT: DAVID E CAUTHEN

PHONE: (352)343-3455

FAX #: (352)343-8801

NAME: BREATHE EASY SOUTH, INC.

AUDIT NUMBER.....H97000010456

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$131.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

7-1-97

FILED
97 JUN 25 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/25/97

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**ARTICLES OF INCORPORATION
OF
BREATHE EASY SOUTH, INC.**

EFFECTIVE DATE
7-1-97

The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be BREATHE EASY SOUTH, INC., and the principal address is 1008 East Avenue and the mailing address is Clermont, Florida 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is: Kristie Willis, 1008 East Avenue, Clermont, Florida 34711.

The name and address of the Director is: Kristie Willis, 1008 East Avenue, Clermont, Florida 34711.

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

Prepared by:
David E. Cauthen, Fla. Bar No. 146140
131 West Main Street
Tavares, FL 32778

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

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ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be July 1, 1997, pursuant to Florida Statute 607.167.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 131 West Main Street, Tavares, Florida, 32778. The name of the Registered Agent of this corporation is TIMOTHY S. KEOUGH at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this 24th day of June, 1997.

Kristie Willis
Kristie Willis

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STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Kristie Willis, who after being duly cautioned and sworn, did depose and say that she has affixed her name to the foregoing Articles of Incorporation of BREATHE EASY SOUTH, INC., as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 24 day of June, A.D., 1997.



Cora Jean Case
Notary Public
My Comm. Exp.: _____

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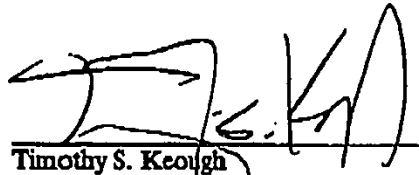
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BREATHE EASY SOUTH, INC.
2. The name and address of the registered agent and office is:

Timothy S. Keough
131 West Main Street
Tavares, Florida 32778

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Timothy S. Keough
Dated: June 23, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA