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July 28, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-07/29/97--01005--013  
\*\*\*122.50 \*\*\*122.50

RE: Filing Articles of Incorporation  
Asthma Care International, Inc.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

Diane V. Hallaran  
Secretary to Walter L. Morgan

\dvh  
Enc.

FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL  
JUL 29 1997

8/7/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**OF**  
**ASTHMA CARE INTERNATIONAL, INC.**

**ARTICLE I: NAME**

The name of this corporation is ASTHMA CARE INTERNATIONAL, INC whose address 2856 NE 36th Street, Fort Lauderdale, Florida 33308.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

#### **ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### **ARTICLE V: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2856 NE 36th Street, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation is H. Wayne Lee.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

H. Wayne Lee  
2856 NE 36th Street  
Fort Lauderdale, Florida 33308

### ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

H. Wayne Lee  
2856 NE 36th Street  
Fort Lauderdale, Florida 33308

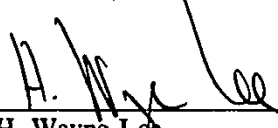
### ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE X: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this July 16, 1997.

  
H. Wayne Lee

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )



PATRICIA P. ENNIS  
COMMISSION # CC 511231  
EXPIRES NOV 21, 1999  
BONDED THRU  
ATLANTIC BONDING CO. INC.

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared H. Wayne Lee known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of July, 1997.




Notary Public

My Commission Expires:


### REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, ASTHMA CARE INTERNATIONAL, INC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named H. Wayne Lee as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
H. Wayne Lee  
Title: President  
Date: July 16, 1997

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.

  
\_\_\_\_\_  
H. Wayne Lee  
Registered Agent  
Date: July 16, 1997

RECEIVED  
JUL 16 1997  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE