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FLORIDA DIVISION OF CORPORATIONS

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FROM: RAPPEL & ASSOCIATES, P.A.
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL

PHONE: (561)978-0007

FAX #:

(561)569-9303

NAME: RESPIRATORY HOME CARE OF THE TREASURE COAST,
AUDIT NUMBER.....H97000012482
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EFFECTIVE DATE
7-29-97

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**Articles of Incorporation
of****EFFECTIVE DATE**
7-29-97**RESPIRATORY HOME CARE OF THE TREASURE COAST, INC.**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

RESPIRATORY HOME CARE OF THE TREASURE COAST, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

**RESPIRATORY HOME CARE OF THE TREASURE COAST, INC.
9488 South U.S. 1
Port St. Lucie, Florida 34952**

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ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares upon the sale of any stock by any shareholder and the sale (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and

Robert Rappel, D.O., J.D.
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Vero beach, FL 32960-4230
561-978-0007
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inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its Corporate existence on July 29, 1997. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

RAPPEL & ASSOCIATES, P.A.
ATTN: Robert Rappel, D.O., J.D.
2770 Indian River Boulevard, Suites 314/315
Vero Beach, Florida 32960-4230

ARTICLE VII. BOARD OF DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than one (1) director. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of one (1) director. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The initial Board of Directors shall consist of two (2) Directors. The name and address of the initial Directors are: Renae Bencivenga, 6005 N. Wickham Road, Melbourne, Florida 34940-2030 and Jim Ekbatani, 9488 South U.S. #1, Port St. Lucie, Florida 32952.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert Rappel, D.O., J.D.
RAPPEL & ASSOCIATES, P.A.
2770 Indian River Boulevard, Suites 314/315
Vero Beach, Florida 32960-4230

Robert Rappel, D.O., J.D.
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ARTICLE IX. OFFICERS

The officers of the Corporation shall be a president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE X. INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith in a manner which he reasonably believed to be in, or not opposed to the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Paragraph 1, above, or in defense of any claim issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellant attorney's fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt

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of an undertaking by or on behalf of the directors, officers, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

5. Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI. BYLAWS

The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XI. AMENDMENT

Amendments of these Articles of Incorporation shall be made in the following manner, except as otherwise provided by law:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of the Shareholders, which may be either the annual or a special meeting. If no other share shares been issued, the amendment shall be adopted by a vote of the majority of the Directors and the provisions for adoption by Shareholders shall not apply.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Shareholder of record entitled to vote thereon within the time and in the manner provided by Florida Statutes, Section 607, for the giving of notice of meetings of Shareholders. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

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3. At such meeting, a vote of the Shareholders, entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

4. Any number of amendments may be submitted to the Shareholders and voted upon by them at any one meeting.

5. If all of the Directors and all of the Shareholders of the Corporation, eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth above had been satisfied.

6. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

7. Articles of Incorporation shall be prepared and shall be executed by the Corporation by its President or Vice president and by its Secretary or an Assistant Secretary, and acknowledged by one of the officers signing the Articles, and shall set forth:

- a. The name of the Corporation.
- b. The amendment so adopted.
- c. The date of the adoption of the amendment by the shareholders or by the Board of Directors when no shares have been issued.
- d. If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and in the manner in which the same shall be affected is not set forth within the amendment, then a statement of the manner in which the same shall be affected.

8. If the amendment is made by the Incorporation or Director(s) before the issuance of any shares, the Articles of Amendment shall be executed by the Incorporator or Director(s), as the case may be, and shall set forth:

- a. The name of the Corporation.
- b. The amendment so adopted and the date of the adoption.
- c. A statement that the amendment is made by the Incorporator or Director(s) before the issuance of any shares.

9. The Articles of Amendment shall be delivered to the Department of State of the State of Florida. Upon the filing of the Articles of Amendment by the Department of State, the amendments shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly.

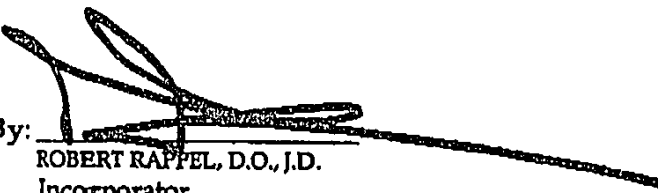
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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of July 29, 1997.

RESPIRATORY HOME CARE OF THE TREASURE COAST, INC.

By: 
ROBERT APPEL, D.O., J.D.
Incorporator

Robert Appel, D.O., J.D.
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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the
Florida Statutes:

Having been appointed registered agent of RESPIRATORY HOME CARE OF
THE TREASURE COAST, INC., in its Articles of Incorporation at the place designated
in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and
affirms that it is familiar with, and accepts, the obligations of such position.

RESPIRATORY HOME CARE OF THE TREASURE COAST, INC.

By: 
Robert Rappel, D.O., J.D.

Dated: July 29, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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