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LAW OFFICE OF
Craig W. Turner

2603 SOUTHEAST SEVENTEENTH STREET, SUITE C

OCALA, FLORIDA 34471

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(352) 629-1155

FACSIMILE
(352) 629-2988

February 16, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Respiratory Prescription Services, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of Respiratory Prescription Services, Inc. together with a check in the amount of \$122.50 to cover the filing fee, designation of registered agent and certified copy of the Articles.

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,



Craig W. Turner

CWT/js

Enclosures

P. Hall
FEB 20 1998

ARTICLES OF INCORPORATION

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OF

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RESPIRATORY PRESCRIPTION SERVICES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigneds, acting as the incorporators, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be RESPIRATORY PRESCRIPTION SERVICES, INC. with a principal office of 513 S.W. First Avenue, Ocala, Florida 34474.

ARTICLE II - TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 513 S.W. First Avenue, Ocala, Florida 34474. The name of the initial registered agent of the corporation at such address is Warren McCullough.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be four.

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until her successor is duly elected and has qualified, is:

WARREN MCCULLOUGH	2839 S.E. 23rd Avenue Ocala, Florida 34471
PATRICIA MCCULLOUGH	2839 S.E. 23rd Avenue Ocala, Florida 34471
KARL WALTER	714 N.E. Second Street Ocala, Florida 34474
LEIGH WALTER	714 N.E. Second Street Ocala, Florida 34474

ARTICLE VII - INCORPORATORS

The name and street address of the incorporators of the corporation is:

WARREN MCCULLOUGH	2839 S.E. 23rd Avenue Ocala, Florida 34471
PATRICIA MCCULLOUGH	2839 S.E. 23rd Avenue Ocala, Florida 34471
KARL WALTER	714 N.E. Second Street Ocala, Floridda 34474
LEIGH WALTER	714 N.E. Second Street Ocala, Florida 34474

ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Ocala, Florida, this 6th day of February, 1998.


WARREN MCCULLOUGH


PATRICIA MCCULLOUGH


KARL WALTER


LEIGH WALTER

STATE OF FLORIDA
COUNTY OF MARION

6th The foregoing instrument was acknowledged before me this day of February, 1998, by Warren McCullough, who is personally known or who has produced _____ as identification.

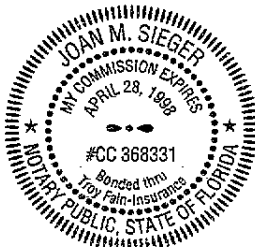
NOTARY PUBLIC:

Sign 

Print Joan M. Sieger

State of Florida at Large

My commission expires:



STATE OF FLORIDA
COUNTY OF MARION

11th The foregoing instrument was acknowledged before me this day of February, 1998, by Patricia McCullough, who is personally known or who has produced _____ as identification.



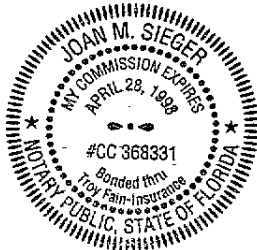
NOTARY PUBLIC:

Sign Joan M. Sieger
Print JOAN M. SIEGER
State of Florida at Large

My commission expires:

STATE OF FLORIDA
COUNTY OF MARION

13th The foregoing instrument was acknowledged before me this day of February, 1998, by Karl Walter, who is personally known or who has produced Fl. Driver's License as identification.



NOTARY PUBLIC:

Sign Joan M. Sieger
Print JOAN M. SIEGER
State of Florida at Large

My commission expires:

STATE OF FLORIDA
COUNTY OF MARION

16th The foregoing instrument was acknowledged before me this day of February, 1998, by Leigh Walter, who is personally known or who has produced Fl. Driver's License as identification.



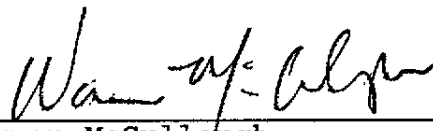
NOTARY PUBLIC:

Sign Joan M. Sieger
Print JOAN M. SIEGER
State of Florida at Large

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Warren McCullough, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to Section 607.325 of the Florida General Corporation Act.



Warren McCullough

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA