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April 15, 1998

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*****35.00 *****35.00

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


Re: Advanced Respiratory Services, Inc.
(Restated Articles of Incorporation)

Gentlemen:

Enclosed are restated articles of incorporation on behalf of the above-referenced corporation, which has changed its principal place of business and registered agent. Also enclosed is our law firm check in the amount of \$35.00 representing the filing fee for the restated articles of incorporation.

Please file the restated articles of incorporation and return your confirmation that the restated articles have been filed. Please do not hesitate to call me if you have any questions.

Sincerely,


Gary L. Summers

GLS/trs

Enclosures

cc: Richard A. Stein, President

FILED
98 APR 17 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C & Restated Articles
JUL 4/02

**RESTATED ARTICLES OF INCORPORATION
OF ADVANCED RESPIRATORY SERVICES INC.**

The Articles of Incorporation of Advanced Respiratory Services, Inc., a Florida corporation, were filed with the Florida Secretary of State on February 23, 1998, under document number P98000017407. Pursuant to Sections 607.1006 and 607.1007, Florida Statutes (1997), the corporation hereby files these restated Articles of Incorporation.

1. The following provisions shall constitute the restated Articles of Incorporation for the corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Advanced Respiratory Services, Inc. The mailing address of the corporation shall be 1025 Bay Road, Mount Dora, Florida 32757. The principal office of the corporation shall be located at 1025 Bay Road, Mount Dora, Florida 32757.

ARTICLE II

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert Q. Williams
380 West Alfred Street
Tavares, Florida 32778-3298

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The names and addresses of the persons who shall serve as the initial directors are as follows:

Richard A. Stein
19323 Park Place
Eustis, Florida 32726

William Feikert
33725 Lakeshore Drive
Tavares, Florida 32778

Michael J. Sobkowski
311 East Main Street
Tavares, Florida 32778

Stephen R. McDonald
311 East Main Street
Tavares, Florida 32778

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Michael J. Sobkowski
311 East Main Street
Tavares, Florida 32778

ARTICLE VIII

PRE-EMPTIVE RIGHTS


Each shareholder of this corporation shall have the first right to purchase shares (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 and 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 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.

2. The foregoing restated Articles of Incorporation contain amendments that required approval of the shareholders of the corporation. All of the amendments contained in the foregoing restated Articles of Incorporation were adopted by the shareholders and directors of the corporation on the 30th day of March, 1998.

3. The number of votes cast by the shareholders and directors was sufficient for approval of all of the amendments included in the foregoing restated Articles of Incorporation.

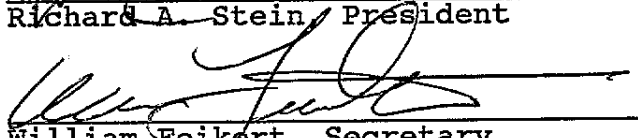
IN WITNESS WHEREOF, the undersigned President, Secretary and Incorporator have executed these restated Articles of Incorporation this 9th day of April, 1998.



Michael J. Sobkowski
Incorporator




Richard A. Stein, President



William Feikert, Secretary

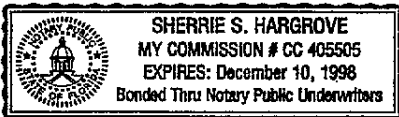
I hereby accept appointment as registered agent of Advanced Respiratory Services, Inc., and I am familiar with the requirements of Section 607.0505, Florida Statutes.

By: 

Robert Q. Williams
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this April 6, 1998, by Michael J. Sobkowski as the Incorporator, [] who is personally known to me or, [X] who has produced Fl. D.L. S122-550-69-470-0 as identification.



Sherrie S. Hargrove
Notary Signature

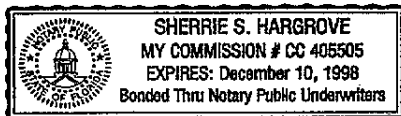
Sherrie S. Hargrove

Printed Notary Signature

My Commission Expires:

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this April 8, 1998, by Richard A. Stein as the President, [X] who is personally known to me or, [] who has produced _____ as identification.



Sherrie S. Hargrove
Notary Signature

Sherrie S. Hargrove

Printed Notary Signature

My Commission Expires:

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this April 9, 1998, by William Feikert as the Secretary, [X] who is personally known to me or, [] who has produced _____ as identification.

Carissa A. Payne
Notary Signature

Carissa A. Payne
Printed Notary Signature

My Commission Expires:

