

LAW OFFICES OF
ROBERT E. BOURNE, JR., CHARTERED
- A Florida Professional Association -

P98000022060

Robert E. Bourne, Jr., Esquire

Legal Assistant:
Darlene C. Lambert

Attorneys and Counselors at Law
521 Lake Avenue, Suite 3
Lake Worth, Florida 33460-3889
(561) 586-5151

September 21, 1998

State of Florida
Division of Corporations
Attention: Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Respiratory Therapy 2000, Inc.
Amendment of Articles
Document Number P98000022060


FILED
98 SEP 22 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find the original Certificate of Amendment of the Articles of Incorporation of Respiratory Therapy 2000 Inc., authorizing an increase in the number of corporate shares from 200 shares to 1000 shares, along with my check in the amount of \$35.00 representing the filing fee.

I also enclose herewith a copy of the Certificate of Amendment and a postage prepaid return envelope in which I would request you furnish me a copy of the filed Certificate. Please note that the new corporate address for Respiratory Therapy 2000, Inc., is 521 Lake Avenue, Suite 9, Lake Worth, Florida 33460.

Very truly yours,


Robert E. Bourne, Jr.

REB/dl
enclosures

2:DivCorp

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-09/22/98-01088--008
*****35.00 *****35.00

Amend

VS SEP 28 1998

CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
RESPIRATORY THERAPY 2000 INC.,
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby certifies under oath as follows:

1. That Article 3 of the original Articles of Incorporation of RESPIRATORY THERAPY 2000, INC., a Florida corporation, has been amended as follows:

ARTICLE 3: SHARES

The total number of shares that the corporation has authority to issue is 1000 shares of common stock of no par value.

2. That the above amendment was adopted by the sole shareholder and sole member of the board of directors on the 9th day of September, 1998, without the necessity of a meeting.

3. That the amendment of the article of incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.

4. That the division applies to the common stock of the corporation creating 1000 shares of common stock at no par.

5. That the division becomes effective upon the filing of this Certificate with the Secretary of State for the State of Florida.

Michael J. Russo, Pres.
Michael James Russo, President

State of Florida

s.s.:

County of Palm Beach

Sworn to and subscribed before me by Michael James Russo, President of RESPIRATORY THERAPY 2000, INC., who presented FL D.C. # R200.550.70.244-0 as identification this 9th day of September, 1998.

Darlene C. Lambert
Notary Public, State of Florida
My commission expires:

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DARLENE C. LAMBERT
MY COMMISSION # CC473073 EXPIRES
June 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.