

P99000001096

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ENCORE RESPIRATORY, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENCORE RESPIRATORY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

ENCORE RESPIRATORY, INC.

The principal place of business of this corporation shall be:

P. O. Box 309, Lake Alfred, FL 33850

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Prepared by Ronald A. Brown
P. O. Box 999, Winter Haven, FL 33882-0999
(941)299-1500

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its part value that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Mary L. Miller
President

685 S. Lakeshore Way
Lake Alfred, FL 33850

William Leroy Miller
Vice President

685 S. Lakeshore Way
Lake Alfred, FL 33850

ARTICLE VI. INCORPORATOR(S)

The name and street address of the incorporator to this Articles of Incorporation is Ronald A. Brown, P. O. Box 999, Winter Haven, FL 33882-0999.

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IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 5th day of
January, 1999.

Signature of Incorporator


RONALD A. BROWN

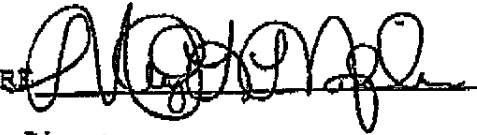
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ENCORE RESPIRATORY, INC.
2. The name and address of the registered agent and office is Mary L. Miller, 685 South Lakeshore Way, Lake Alfred, Florida 33850.

SIGNATURE

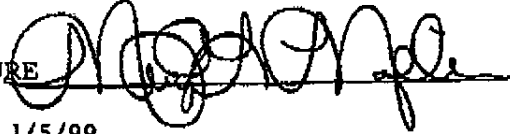


TITLE Director

DATE 1/5/99

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE



DATE 1/5/99

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