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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
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WALK IN

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x CERTIFIED COPY ______ x CUS GS

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1.) Respironix, Inc.
(CORPORATE NAME & DOCUMENT #)

700002745497--7
-01/19/99--01022--010
****122.50 *****87.50

2.) ______
(CORPORATE NAME & DOCUMENT #)

3.) ______
(CORPORATE NAME & DOCUMENT #)

4.) ______
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5.) ______
(CORPORATE NAME & DOCUMENT #)

6.) ______
(CORPORATE NAME & DOCUMENT #)

7.) ______
(CORPORATE NAME & DOCUMENT #)

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9.) ______
(CORPORATE NAME & DOCUMENT #)

10.) ______
(CORPORATE NAME & DOCUMENT #)

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T. SMITH JAN 19 1999

ARTICLES OF INCORPORATION
OF

Respironix, Inc.

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TALLAHASSEE, FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Respironix, Inc.**

The principle place of business shall be: 7210 SW 57 Avenue
Suite # 207
South Miami, Fl 33143

ARTICLE II NATURE OF BUSINESS

The 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.

ARTICLE III CAPITOL STOCK

The aggregate number of shares of stock and its value shall that this corporation is authorized to have outstanding at any time is: 1000 shares $1.00 dollar par value

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually:

ARTICLE V OFFICERS DIRECTORS

The names(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporations existence or until their successor(s) is(are) elected, is(are):

Carlos Rodriguez
7210 SW 57 Avenue, Suite 207
South Miami, Fl 33143

Prepared by: Carlos Rodriguez
7210 SW 57 Avenue, Suite 207
South Miami, Fl 33143

ARTICLE VI INCORPORATOR (S)

The name(s) and street address (es) of the incorporator (s) to these Articles of incorporation is(are):
Carlos Rodriguez
7210 SW 57 Avenue, Suite 207
South Miami, Fl 33143

IN WITNESS WHEREOF, the undersigned incorporator (s) has(have) executed these Articles of Incorporation this **18th** day of January1999.

Signature(s) of Incorporator (s)

Carlos Rodriguez

____

____

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officer.

CERTIFICATE OF DESIGNATION OF REGISISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **Respironix, Inc.**

2. The name and address of the registered agent and office is:

Carlos Rodriguez
(Name)

7210 SW 57 Avenue, Suite 207
(P.O. Box or Mail Drop Box NOT Acceptable)

South Miami, Fl 33143
(City/State/Zip)

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99 JAN 19 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carlos Rodriguez
(Signature Corporate Officer)

President
(Title)

January 18, 1999
(Date)