

Parrish & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
MICHAEL G. MOORE



ANTHONY M. LAWSON
KIM B. FIELDS, of counsel

P99000006219

January 15, 1999

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/19/99--01097--005
*****70.00 *****70.00

Re: *New Filing: Americare Home Medical, Inc.*

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with our firm's check in the amount of \$70.00 for Americare Home Medical, Inc.

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

Very Truly Yours,

PARRISH & MOORE, P.A.


Michael G. Moore

FILED
99 JAN 19 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures as stated
cc: George Baraoidan

B. BROCK JAN 21 1999

ARTICLES OF INCORPORATION
OF
AMERICARE HOME MEDICAL, INC.

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is **AMERICARE HOME MEDICAL, INC.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in the wholesale and retail sale of DME (durable medical equipment) and in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

Authorized shares

Number:	The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.
Voting Rights:	Each share of Class A Common Stock will entitle the holder to 1 vote per share.
Par Value:	Each share shall have a stated par value of \$1.00.

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TALLAHASSEE, FLORIDA

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Anthony M. Lawhon.

ARTICLE VI

The name and address of the initial Incorporator are:

Michael G. Moore
Parrish & Moore, P.A.
2171 Pine Ridge Road, Ste D
Naples, Florida 34109

ARTICLE VII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE VIII

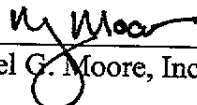
The address of the principal office is:

12717 West Sunrise Blvd., Ste. 192
Sunrise, Florida 33323

ARTICLE IX

The corporation shall initially have one (1) director. The number of directors may be amended or modified through amendment to the corporation's Bylaws, including elimination of the Board in accordance with Section 607.0732, Florida Statutes. The name and address of the initial director are as follows: George Baraoidan, 1118 Southwest 104 Way, Pembroke Pines, Florida 33025.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 15 day of January, 1999.



Michael G. Moore, Incorporator

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is AMERICARE HOME MEDICAL, INC.

12717 West Sunrise Blvd.
Suite 192
Sunrise, Florida 33323

Two: The name and address of the Registered Agent is:

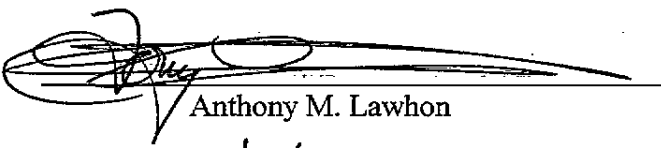
Anthony M. Lawhon
c/o Parrish & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed this 15 day of January, 1999.


Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Anthony M. Lawhon

1/15/99
Date