

CORPORATION(S) NAME

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( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of Registered Agent
Certified Copy	( ) Photo Copies	( ) Certificate Under Seal
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CR2E031 (R8-85)

### ARTICLES OF INCORPORATION (Professional Corporation)

**OF** 

#### ADVANCED RESPICARE, INC.

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

#### ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ADVANCED RESPICARE, INC.

#### ARTICLE II - PRINCIPAL OFFICE

The principal address of this corporation shall be:

1058 Poplar Circle Weston, Florida 33326

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#### ARTICLE III – NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - DURATION

This corporation shall have a perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgment of these Articles of Incorporation.

#### ARTICLE V – CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of One Cent (\$ 0.01) per share.

#### ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2727 E. Oakland Park Boulevard, Suite #103, Fort Lauderdale, Florida 33306. The name of the initial registered agent of this corporation at that address is Christine M. DiFiore, C.P.A.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of One (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE IX below, never be less than One (1) nor more than Five (5). The name and address of the initial director for this corporation is:

NAME:

ADDRESS:

Claude I. Leigh

1058 Poplar Circle Weston, Florida 33326

#### ARTICLE VIII – INCORPORATOR

The name and address of the person signing of these Articles of Incorporation is:

NAME:

ADDRESS:

Christine M. DiFiore

2727 E. Oakland Park Blvd. Suite 103 Ft. Lauderdale, Florida 33306

#### ARTICLE IX - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8<sup>th</sup> day of October, 1999.

Christine M. DiFiore – Incorporator

STATE OF FLORIDA

} SS:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Christine M. DiFiore known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEROF, I have hereunto set my hands and affixed my official seal in the State and County aforesaid, this  $8^{th}$  day of October, 1999.

My Commission Expires:

NOTARY PUBLI

MARY T. SZELUGA
COMMISSION # CC740976
EXPIRES MAY 10, 2002
SONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST – That Advanced Respicare, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1058 Poplar Circle, City of Weston, County of Broward, State of Florida has named Christine M. DiFiore located at 2727 E. Oakland Park Boulevard, Suite #103, City of Ft. Lauderdale, County of Broward, State of Florida, 33306, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Christine M. DiFiore

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Date

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SECRETARY OF STATE
TALLAHASSEE FLORING