

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW2807 W. BUSCH BOULEVARD
SUITE 202
TAMPA, FLORIDA 33618

(813) 932-8499

FAX (813) 932-8703

99 NOV 29 PM 3:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 22, 1999

400003055654-8

-11/29/99-01130-020

****122.50 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of PULMONARY STAY WELL, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;

2. An original and one copy of the Certificate Designating Registered Agent; and

3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	<u>35.00</u>
Total:	\$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Jana Andrews

JA/vr

Enclosures

cc: Mr. Andrew Winslow
(w/copy of enclosures)12-1
WC

FILED
99 NOV 29 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PULMONARY STAY WELL, INC.

ARTICLE I
NAME

The name of the Corporation is PULMONARY STAY WELL, INC.. The address of the Corporation is 1515 Blueteal Drive, Brandon, Florida 33511.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in a business which renders consulting services to physicians and patients regarding pulmonary and respiratory therapy and care; to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 1515 Blueteal Drive, Brandon, Florida 33511, and the name of the initial Registered Agent of the Corporation at that address is Andrew Winslow.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Julien Roy
1515 Blueteal Drive
Brandon, FL 33511

Robert Sobkowiak
1515 Blueteal Drive
Brandon, FL 33511

Andrew Winslow
1515 Blueteal Drive
Brandon, FL 33511

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:
Andrew Winslow, 1515 Bluteal Drive, Brandon, Florida 33511.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The 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 this 22 day of November, 1999.



Andrew Winslow
INCORPORATOR AND SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That PULMONARY STAY WELL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1515 Bluteal Drive, Brandon, Florida 33511, has named Andrew Winslow of 1515 Bluteal Drive, Brandon, Florida in the county of Hillsborough, 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 place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: 

ANDREW WINSLOW
REGISTERED AGENT

Date: November 22, 1999

FILED
99 NOV 29 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA