

P99000110480

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BASIC AMENDMENT
UNITED HEALTH SYSTEMS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAR 21 PM 5:09

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Amended & Restated

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2000

UNITED HEALTH SYSTEMS, INC.
1525 SOUTH ANDREWS AVE.
FT. LAUDERDALE, FL 33316

SUBJECT: UNITED HEALTH SYSTEMS, INC.
REF: P99000110480

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000012471
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**CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF UNITED HEALTH SYSTEMS, INC.,
a Florida corporation**

FILED
00 MAR 21 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), United Health Systems, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in form attached hereto:

1. The name of the Corporation shall be changed to: CITRUS HOME MEDICAL EQUIPMENT, INC.

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, authorizing the change of the legal name of the Corporation, listing the directors of the Corporation and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the shareholders and Board of Directors of the Corporation on March 17, 2000.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's shareholders and directors dated March 17, 2000, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of March 17, 2000.

UNITED HEALTH SYSTEMS, INC., a
Florida corporation

By Glenford Bryan
Glenford Bryan, President and
Director

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED HEALTH SYSTEMS, INC.,
a Florida corporation

The undersigned, the President and a director of United Health Systems, Inc. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be changed to: CITRUS HOME MEDICAL EQUIPMENT, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office address and mailing address of the Corporation is:

1525 South Andrews Avenue
Ft. Lauderdale, FL 33316

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE IV

BOARD OF DIRECTORS

The corporation shall have one (1) director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the director is:

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Name

Glenford Bryan

Address

1526 South Andrews Avenue
Ft. Lauderdale, FL 33318

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2801 South Bayshore Drive, 18th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VI

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of March 17, 2000.


Glenford Bryan, President and Director

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CITRUS HOME MEDICAL EQUIPMENT, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Title: Vice President

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