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ARTICLES OF INCORPORATION
OF
CARDIO-PULMONARY HOME CARE SERVICES, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Cardio-Pulmonary Home Care Services, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

- (a) To engage in the sale, design, installation, service and maintenance of cardiopulmonary and other health-related equipment.
- (b) To do and engage in any business which a natural person can do.
- (c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
- (d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.
- (f) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

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James C. Pius
P.O. Box 766, Alabaster, Al

- (g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.
- (h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.
- (i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.
- (j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.
- (k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held

to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is 992 Ryecroft Road, Pelham, Shelby County, Alabama, 35124, and the name of its initial registered agent at such address is Francis Xavier Ritchie.

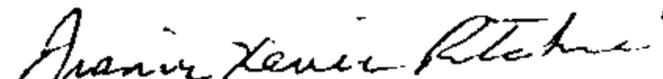
SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

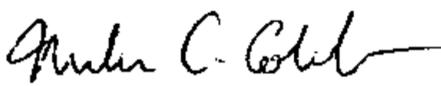
<u>NAME</u>	<u>ADDRESS</u>
Francis Xavier Ritchie	992 Ryecroft Road Pelham, Alabama 35124
Mike C. Cobb	8431 10th Avenue South Birmingham, Alabama 35206

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Francis Xavier Ritchie	992 Ryecroft Road Pelham, Alabama 35124
Mike C. Cobb	8431 10th Avenue South Birmingham, Alabama 35206

Dated this the 11 day of February, 1983.


FRANCIS XAVIER RITCHIE


MIKE C. COBB



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Cardio-Pulmonary Home Care Services, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Cardio-Pulmonary Home Care Services, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 7, 1983 - expires 6-8-83
Date

Don Siegelman

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION

OF

CARDIO-PULMONARY HOME CARE SERVICES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of CARDIO-PULMONARY HOME CARE SERVICES, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of CARDIO-PULMONARY HOME CARE SERVICES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of FEBRUARY, 19 83.

RECEIVED
1983 FEB 15 AM 8:33
NOTICE OF FILING
INSTRUMENT WAS FILED

Thomas A. Swadlow, Jr.

Judge of Probate

Thomas A. Swadlow, Jr.
JUDGE OF PROBATE

Fee 25.00
Tul 1.00
26.00



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