



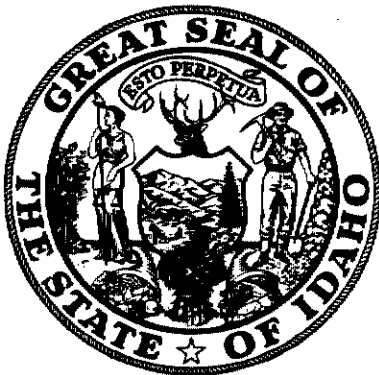
**CERTIFICATE OF INCORPORATION
OF**

JENSEN & HAYE OXYGEN & RESPIRATORY CARE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **April 24, 1989**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF

JENSEN & HAYE OXYGEN & RESPIRATORY CARE SERVICES, INC.

THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

I

The name of the corporation is Jensen & Haye Oxygen & Respiratory Care Services, Inc.

II

The period of its duration is perpetual.

III

The purposes for which the corporation is organized are:

A. To operate a business providing oxygen and respiratory care services.

B. To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business of Jensen & Haye Oxygen & Respiratory Care Services, Inc.

C. To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or

corporation, either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation, or otherwise.

D. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, and other evidences of indebtedness.

E. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things, and business in any way connected therewith or auxiliary thereto.

F. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The aggregate number of shares which the corporation shall have authority to issue is:

TYPE	NUMBER	PAR	AGGREGATE
Common	100	NO	100

V

Provisions denying preemptive rights are: None

VI

Provisions for the regulation of the internal affairs of the corporation are: None

VII

The Address of the initial registered office of the corporation is 259 Taylor, Post Office Box 833, Twin Falls, Idaho 83303, and the name of its initial registered agent at such address is Diane Sue Lincoln-Haye.

VIII

The number of directors constituting the initial board of directors of the corporation is two (2). This number may be changed by the bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Diana Sue Lincoln-Haye	Route 2, Box 11 Kimberly, Idaho 83341
Kent T. Jensen	259 Taylor Twin Falls, Idaho 83301

IX

The name and address of each incorporator is:

NAME	ADDRESS
Diana Sue Lincoln-Haye	Route 2, Box 11 Kimberly, Idaho 83341
Kent T. Jensen	259 Taylor Twin Falls, Idaho 83301

DATED This 20th day of April, 1989.

Diana Sue Lincoln-Haye
Diana Sue Lincoln-Haye

Kent T. Jensen
Kent T. Jensen

STATE of IDAHO)
)
County of Twin Falls)

On this 20th day of April, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared Diana Sue Lincoln-Haye and Kent T. Jensen, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sherrill John Gray
NOTARY PUBLIC for IDAHO
Residing at: Twin Falls
Bond Comm. Expires: 1993