

State of Idaho

Office of the Secretary of State

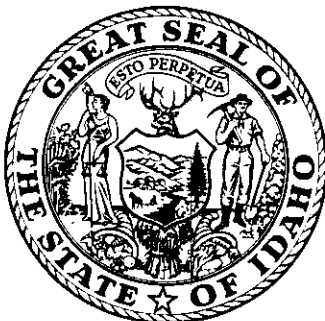
**CERTIFICATE OF AUTHORITY
OF
ROTECH HEALTHCARE INC.**

File Number C 150745

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 8 September 2003



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
03 SEP -8 PM 12:46
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Rotech Healthcare Inc.
2. The name which it shall use in Idaho is: Rotech Healthcare
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: March 15, 2002
5. The address of its principal office is:
2711 CENTERVILLE ROAD, SUITE 400, WILMINGTON, DE 19808
6. The address to which correspondence should be addressed, if different from item 5, is:
2600 TECHNOLOGY DRIVE, SUITE 300, ORLANDO, FL 32804
7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See Exhibit A		

Dated: July 17, 2003

Signature: [Signature]

Typed Name: Rebecca L. Myers

Capacity: Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
09/08/2003 05:00
CK: 126801 CT: 66741 BH: 708585
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 158745

EXHIBIT A

DIRECTORS AND OFFICERS	BUSINESS ADDRESS	RESIDENCE ADDRESS
Phil Carter, Director, President & CEO	2600 Technology Drive, #300, Orlando, FL 32804	11163 Bridge House Road, Windermere, FL 34780
William Wallace Abbott, Chairman of Board & Director	2600 Technology Drive, #300, Orlando, FL 32804	6923 Green Tree Drive, Naples, FL 34108
Edward L. Kuntz, Director	2600 Technology Drive, #300, Orlando, FL 32804	680 South Fourth Street, Louisville, KY 40202
William J. Mercer, Director	2600 Technology Drive, #300, Orlando, FL 32804	4370 La Jolla Village Dr., Ste 640, San Diego, CA 92122
Art Reimers, Director	2600 Technology Drive, #300, Orlando, FL 32804	445 Round Hill Road, Greenwich, CT 06831
Guy P. Sansone, Director	2600 Technology Drive, #300, Orlando, FL 32804	2 Brier Lane, Pelham Manor, NY 10803
Arthur Siegel, Director	2600 Technology Drive, #300, Orlando, FL 32804	179 E. 70 Street, #3A, New York, NY 10021
Janet L. Ziomek, Officer - Treasurer & CFO	2600 Technology Drive, #300, Orlando, FL 32804	2416 Shoreham Road, Orlando, FL 32803
Albert A. Prast, Officer & CIO	2600 Technology Drive, #300, Orlando, FL 32804	400 Lakewood Dr., Winter Park, FL 32789
Rebecca Myers, Officer & CLO	2600 Technology Drive, #300, Orlando, FL 32804	250 Oakwood Way, Winter Park, FL 32789

Delaware

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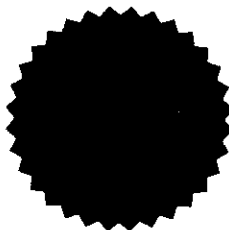
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROTECH HEALTHCARE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROTECH HEALTHCARE INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3500826 8300

AUTHENTICATION: 2613526

030569032

DATE: 09-03-03