

Department of State.

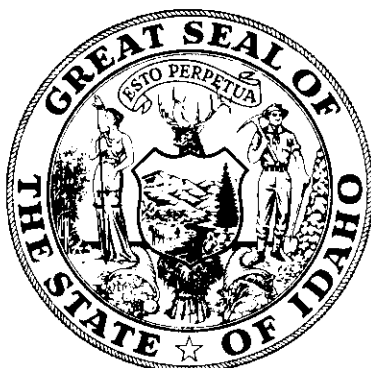
**CERTIFICATE OF AUTHORITY
OF**

RESPIRATORY CARE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **RESPIRATORY CARE SERVICES, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **RESPIRATORY CARE SERVICES, INC.** to transact business in this State under the name **RESPIRATORY CARE SERVICES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 3**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Respiratory Care Services, Inc.
2. *The name which it shall use in Idaho is Respiratory Care Services, Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 30, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To provide health care services and to engage in any lawful act or activity for which corporations may be organized in Delaware.
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|------------------------------|--------|---------|
| <u>See attached listing.</u> | | |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--|
| <u>1,000,000</u> | <u>Common</u> | <u>\$1.00</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|--------|--|
| 97,873 | Common | \$1.00 |
| | | |
| | | |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 31, 1981.

RESPIRATORY CARE SERVICES, INC.

By Roy L. Hathcock

Its _____ President

and Delores L. McMillin

Its _____ Secretary

STATE OF Mississippi)
COUNTY OF Hinds) ss:

I, Delores L. McMillin, a notary public, do hereby certify that on this 28th day of July, 1981, personally appeared before me Roy L. Hathcock, who being by me first duly sworn, declared that he is the President of Respiratory Care Services, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Delores L. McMillin
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

| | | | |
|-----------|--------------------------|--------------------|-------------------|
| President | Roy L. Hathcock | 73 Redbud Lane | Madison, MS 39110 |
| Secretary | Robert R. Lodes | 137 Dorchester St. | Jackson, MS 39208 |
| Director | Roy L. Hathcock | 73 Redbud Lane | Madison, MS 39110 |
| Director | Charlotte Englund Persac | 5 Rochelle St. | Brandon, MS 39042 |
| Director | Robert R. Lodes | 137 Dorchester St. | Jackson, MS 39208 |
| Director | Christopher Mercer | 255 S. Watkins | Memphis, TN 38104 |
| Director | Bobby G. Jordan | 88 Pickwick Ct. | Jackson, MS 39206 |
| Director | | | |

AUG 3 1965

CERTIFICATE OF INCORPORATION
OF

RESPIRATORY CARE SERVICES, INC.

1. The name of the corporation is **Respiratory Care Services, Inc.**
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, specifically including, but not limited to, the inventing, manufacturing, selling, buying, renting, leasing, transporting and distributing of hospital, medical and respiratory equipment and supplies and all products related thereto and the supervision of personnel and the operation of such equipment and supplies, and the rendition of services utilizing such equipment and supplies.
4. The total number of shares which the corporation shall have authority to issue is 10 million shares of \$.00165 par value common stock.

At the elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of capital stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the Board of Directors shall prescribe, to subscribe to and purchase such shares or

securities in proportion to their respective holdings of capital stock; at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5. The name and mailing address of the incorporator is:

James H. Neeld, III P. O. Box 22628
Jackson, Mississippi 39205

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter, or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternative members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The bylaws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the bylaws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the

stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation; and, unless the resolution or bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interest of the corporation.

8. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

Meetings of the stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and

and the facts herein stated are true and accordingly I have
hereunto set my hand this the 18th day of October, 1979.


JAMES H. NEELD, III

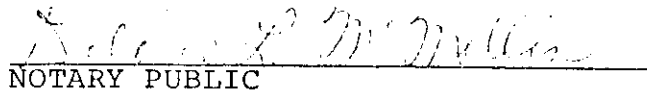
STATE OF MISSISSIPPI
COUNTY OF HINDS

THIS DAY personally appeared before me, the undersigned
authority in and for the jurisdiction aforesaid, the within
named JAMES H. NEELD, III, who acknowledged to me that he signed
the above and foregoing Articles of Incorporation as his individual
act and deed and that all facts stated in said Articles of Incorporation are true.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 18th day
of October, 1979.

My commission expires:

9/20/81


NOTARY PUBLIC

NOTARIAL SEAL

MAR. 10, 1981 9 A.M.

CERTIFICATE OF MERGER

1. The name of each of the constituent corporations party to the merger are:

- (a) Respiratory Care Services, Inc.
(Incorporated in the State of Texas)
- (b) Respiratory Care Services, Inc.
(Incorporated in the State of Delaware)

2. An agreement of merger has been duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to the provisions of subsection (c) of 252 of the General Corporation Law of the State of Delaware. The agreement of merger received a unanimous vote of the constituent corporations.

3. The name of the surviving corporation shall be Respiratory Care Services, Inc. The surviving corporation is incorporated in the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation shall be amended by amending Article 4 thereof to read as follows:

4. The total number of shares which the corporation shall have authority to issue is one million shares of \$1.00 par value common stock.

At the elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of capital stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the Board of Directors may prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of capital stock; at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

As hereby amended, the Certificate of Incorporation of Respiratory Care Services, Inc., a Delaware corporation, shall be the Certificate of Incorporation for the surviving corporation.

5. The executed agreement of merger is on file at the principal place of business of Respiratory Care Services, Inc., at its offices at 5135 Galaxie Drive, Jackson, Mississippi.

6. A copy of the agreement of merger will be furnished without cost by the surviving corporation upon request of any shareholder of either constituent corporation.

7. The authorized capital stock of the constituent corporation, not a corporation of the State of Delaware, is 10 million shares of \$.00165 par value common stock.

IN WITNESS WHEREOF, Respiratory Care Services, Inc., the surviving corporation, has caused this Certificate of Merger to be executed on this 25th day of February, 1981, by its duly authorized officers.

RESPIRATORY CARE SERVICES, INC.

BY:


PRESIDENT

ATTEST:


SECRETARY

STATE OF MISSISSIPPI

COUNTY OF HINDS

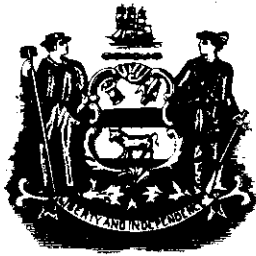
This day personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named Ray L. Hathcock and Robert R. Lader to me personally known, and while within my official jurisdiction, who acknowledged to me that they are the President and Secretary, respectively, of the above-named Respiratory Care Services, Inc., a corporation, and that for and on behalf of such corporation, they signed and delivered the above and foregoing instrument on the day and year therein mentioned as the act and deed of such corporation, being thereunto first duly authorized so to do.

GIVEN under my and official seal of office, this the 25th day of February, 1981.

Delores L. McMillin
NOTARY PUBLIC

My Commission Expires:

9-26-81



State of DELAWARE



Office of SECRETARY OF STATE

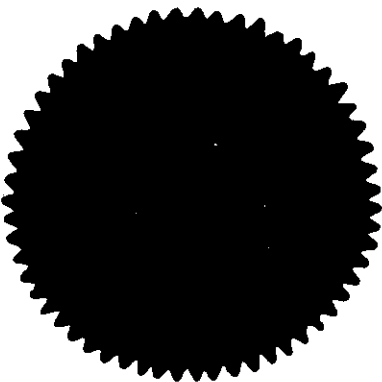
I, Glenn C. Kenton Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "Respiratory Care Services, Inc.", as received and filed in this office the thirtieth day of October, A.D. 1979, at 1 o'clock P.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Merger of the "RESPIRATORY CARE SERVICES, INC.", a corporation organized and existing under the laws of the State of Texas, merging with and into the "Respiratory Care Services, Inc.", a corporation organized and existing under the laws of the State of Delaware, under the name of "Respiratory Care Services, Inc.", as received and filed in this office the tenth day of March, A.D. 1981, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-second *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State