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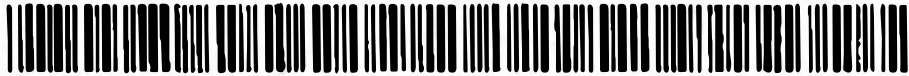
Rotech Healthcare Entities' Governance Documents

P9600047341

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTENNIAL MEDICAL EQUIPMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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**ARTICLES OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
CENTENNIAL MEDICAL EQUIPMENT, INC.**

(a for-profit Florida corporation)

Dated: September 24, 2013

FILED
13 SEP 25 AM 9:51
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Centennial Medical Equipment, Inc. (the "Corporation") adopts in its entirety these Restated Articles of Incorporation, which contain amendments (i) recapitalizing all authorized (both issued and unissued) shares of the Corporation's common stock, (ii) decreasing the total number of authorized shares of common stock from 10,000, par value \$1.00 per share to 1,000 shares of common stock, par value \$0.001 per share and (iii) reissuing each share of 500 shares of issued and outstanding. The terms of the reissue will be at the rate of 2 shares for every issued share of common stock at \$1.00 par value and shall be changed to 1,000 shares of common stock, \$0.001 par value. The remaining 9,500 shares of unissued shares of common stock, at \$1.00 par value per share shall not be converted or exchanged in any manner and will be surrendered and extinguished.

These Restated Articles of Incorporation were duly adopted by joint unanimous written consent of the board of directors and the sole shareholder effective as of the day and year first above written. The number of votes cast by the sole shareholder for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

The Corporation hereby adopts its Articles of Incorporation in its entirety, as follows:

ARTICLE I – NAME

The name of the Corporation shall be Centennial Medical Equipment, Inc.

ARTICLE II – BUSINESS ADDRESS

The principal street and mailing address of the Corporation is:

2600 Technology Drive, Suite 300
Orlando, Florida 32804

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ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, as amended from time to time (the "State Corporation Law").

ARTICLE IV – CAPITAL STOCK

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE V – DIRECTORS

The number of directors of the Corporation shall be fixed from time to time in accordance with the Bylaws (as defined below). Election of directors need not be by ballot unless the Bylaws so provide.

ARTICLE VI – LIABILITY

To the fullest extent that the State Corporation Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer. Any repeal or modification of this Article shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE VII – AMENDMENTS TO BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation (the "Board of Directors") is hereby expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation (as may be amended or modified from time to time in accordance with their terms, the "Bylaws"), subject to the power of the shareholders holding a majority of the then-outstanding shares of the Corporation to alter or repeal any Bylaws made by the Board of Directors.

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ARTICLE VIII – BANKRUPTCY

The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida provided, however, that such restriction (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by applicable law, and as may be set forth more fully in the Bylaws, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person.

ARTICLE X – AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the State Corporation Law or any successor statute, and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE XI – REGISTERED OFFICE AND AGENT

The registered office street address and name of the registered agent of the Corporation is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE XII – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

[END OF TEXT - SIGNATURE PAGE TO FOLLOW]

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9/26/2013 13:32:41 From: To: (850) 617-6380

(10/21)

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SIGNATURE PAGE

The undersigned officer has executed this instrument as of the day and year first above written.

CENTENNIAL MEDICAL EQUIPMENT, INC.

By:



Name: Steven P. Alsene

Title: President

H13000213294 3

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CENTENNIAL MEDICAL EQUIPMENT, INC., a Florida corporation, filed on May 28, 1996, as shown by the records of this office.

The document number of this corporation is P96000047341.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourth day of June, 1996



CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 18, 2002

CSC
ATTN: ANGIE
TALLAHASSEE, FL

Re: Document Number P96000047341

The Articles of Amendment to the Articles of Incorporation of CENTENNIAL MEDICAL EQUIPMENT, INC., a Florida corporation, were filed on November 15, 2002.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Cheryl Coulliette
Document Specialist
Division of Corporations

Letter Number: 202A00062219

Account number: 072100000032

Amount charged: 35.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTENNIAL MEDICAL EQUIPMENT, INC.

(a Florida corporation)

FILED
02 NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the Corporation is CENTENNIAL MEDICAL EQUIPMENT, INC.
2. Article VI of the Articles of Incorporation is hereby deleted in its entirety.
3. The foregoing amendment to the Articles of Incorporation of the Corporation was adopted and approved by (i) the written consent of the Corporation's Board of Directors, effective as of October 18, 2002, and (ii) the written consent of the holder of 100% of the Corporation's issued and outstanding capital stock entitled to vote thereon, representing the number of votes sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 18 day of October, 2002.

CENTENNIAL MEDICAL EQUIPMENT, INC.

By: 

Guy P. Sansone, President

ARTICLES OF INCORPORATION
OF
CENTENNIAL MEDICAL EQUIPMENT, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

Centennial Medical Equipment, Inc.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be May 28, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address of the initial corporate office is 4506 L.B. McLeod Road, Suite F, Orlando, Florida 32811 and the mailing address is P.O. Box 53-6576, Orlando, Florida 32853-6576. The initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1490, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Thomas A. Simser, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than two (2).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Stephen P. Griggs	4506 L. B. McLeod Road Suite F Orlando, FL 32811
Rebecca R. Irish	4506 L. B. McLeod Road Suite F Orlando, FL 32811

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas A. Simser, Jr.	390 N. Orange Avenue Suite 1490 Orlando, FL 32801

ARTICLE VIII - Indemnification

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

ARTICLE IX --Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - By-Laws

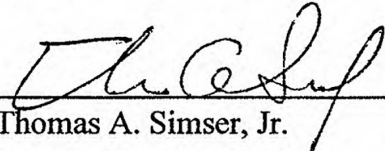
The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the

Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XII - No Preemptive Rights

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of May, 1996.



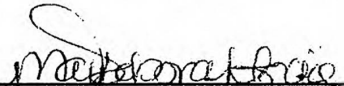
Thomas A. Simser, Jr.

STATE OF FLORIDA

COUNTY OF ORANGE

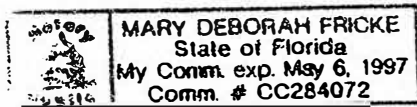
The foregoing instrument was acknowledged before me this 24th day of May, 1996, Thomas A. Simser, Jr. He is personally known to me or has produced _____ identification.

FILED
96 MAY 29 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



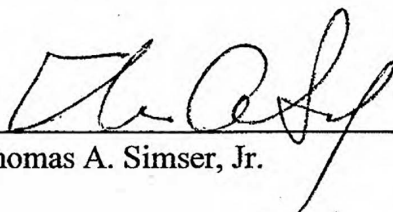
NOTARY SIGNATURE

Mary Deborah Fricke
NOTARY NAME PRINTED
Notary Public; State of Florida
My Commission Expires: 5/6/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Centennial Medical Equipment, Inc.



Thomas A. Simser, Jr.

**AMENDED
BYLAWS
OF
CENTENNIAL MEDICAL EQUIPMENT, INC.
(A FLORIDA CORPORATION)**

INDEX

	<u>Page Number</u>
ARTICLE ONE - OFFICES	1
1. Registered Office	1
2. Other Offices.....	1
ARTICLE TWO - MEETINGS OF STOCKHOLDERS	1
1. Place.....	1
2. Time of Annual Meeting.....	1
3. Call of Special Meetings	1
4. Notice and Waiver of Notice	1
5. Business of Special Meeting.....	2
6. Quorum	2
7. Required Vote	2
8. Voting of Shares	2
9. Proxies	2
10. Stockholder List.....	2
11. Action Without Meeting	2
12. Fixing Record Date	3
13. Inspectors and Judges	3
ARTICLE THREE - DIRECTORS	3
1. Number, Election and Term.....	3
2. Vacancies.....	4
3. Powers.....	4
4. Place of Meetings.....	4
5. Annual Meeting	4
6. Regular Meetings	4
7. Special Meetings and Notice	4
8. Quorum and Required Vote	4
9. Action Without Meeting	5
10. Telephone Meetings	5
11. Committees	5
12. Compensation of Directors	5
ARTICLE FOUR - OFFICERS	5
1. Positions.....	5
2. Election of Specified Officers Board.....	5
3. Election or Appointment of Other Officers	5
4. Salaries.....	6
5. Term.....	6
ARTICLE FIVE - CERTIFICATES FOR SHARES	6
1. Issue of Certificates.....	6
2. Facsimile Signatures	6
3. Lost Certificates	6
4. Transfer of Shares	6

ARTICLE SIX - GENERAL PROVISIONS	6
1. Dividends	6
2. Reserves	7
3. Checks.....	7
4. Fiscal Year	7
5. Conflicts.....	7
ARTICLE SEVEN - AMENDMENTS OF BYLAWS	7

CENTENNIAL MEDICAL EQUIPMENT, INC.

AMENDED BYLAWS

ARTICLE ONE

OFFICES

Section 1. Registered Office. The registered office of **CENTENNIAL MEDICAL EQUIPMENT, INC.**, a Florida corporation (the "Corporation"), shall be located in any city in the State of Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places outside the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

ARTICLE TWO

MEETINGS OF STOCKHOLDERS

Section 1. Place. All annual meetings of stockholders shall be held at such place, within or without the State of Florida, as may be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of stockholders may be held at such place, within or without the State of Florida, and at such time as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Time of Annual Meeting. Annual meetings of stockholders shall be held on such date and at such time fixed, from time to time, by the Board of Directors, provided that there shall be an annual meeting held every calendar year at which the stockholders shall elect a board of directors and transact such other business as may properly be brought before the meeting.

Section 3. Call of Special Meetings. Special meetings of the stockholders may be called by the President or the Board of Directors, or by the Secretary upon receipt of the written request of the holders of not less than a majority of all shares issued and outstanding and entitled to vote at the meeting.

Section 4. Notice and Waiver of Notice. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called (and any additional information as required by law), shall be delivered not less than ten (10) nor more than sixty (60) days before the day of the meeting, either personally or by first-class mail, by or at the direction of the Chairman of the Board, the Secretary, or the officer or person calling the meeting, to each stockholder of record entitled to vote at such meeting. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. If a meeting is adjourned to another time and/or place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting or if the adjournment is for more than thirty (30) days. Notice need not be given to any stockholder who submits a written waiver of notice by him before or after the time stated therein. Attendance of a stockholder at a meeting of

stockholders shall constitute a waiver of notice of such meeting, except when a stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

Section 5. Business of Special Meeting. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

Section 6. Quorum. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of stockholders, except as otherwise provided in the Corporation's articles of incorporation (the "Articles of Incorporation"). If, however, a quorum shall not be present or represented at any meeting of the stockholders, the stockholders present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified and called. The stockholders present at a duly organized meeting may continue to transact business notwithstanding the withdrawal of some stockholders prior to adjournment, but in no event shall a quorum consist of the holders of less than one-third (1/3) of the shares entitled to vote and thus represented at such meeting.

Section 7. Required Vote. The vote of the holders of a majority of the shares entitled to vote and represented at a meeting at which a quorum is present shall be the act of the Corporation's stockholders, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 8. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except to the extent that the voting rights of the shares of any class are limited or denied by the Articles of Incorporation or the Florida Business Corporation Act.

Section 9. Proxies. A stockholder may vote in person or by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. A Proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. The revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the Corporation.

Section 10. Stockholder List. The officer or agent having charge of the Corporation's stock transfer books shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of, and the number and class and series, if any, of shares held by each. Such list, for a period of ten (10) days prior to such meeting, shall be subject to inspection by any stockholder at any time during the usual business hours at the place where the meeting is to be held. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to which stockholders are entitled to examine such list or transfer book or to vote at any such meeting of stockholders.

Section 11. Action Without Meeting. Any action required by the statutes to be taken at a meeting of stockholders, or any action that may be taken at a meeting of the stockholders, may be taken without a meeting or notice if a consent or consents, in writing, setting forth the action so taken, is signed

by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted with respect to the subject matter thereof, and such consent shall be delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the Corporation, having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery to the Corporation's registered office shall be by hand or certified mail, return receipt requested. Such consent shall have the same force and effect as a vote of stockholders taken at such a meeting, pursuant to the Florida Business Corporation Act.

Section 12. Fixing Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purposes, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty (60) days, and, in case of a meeting of stockholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of stockholders is to be taken. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which the notice of the meeting is mailed or the date on which the resolutions of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall apply to any adjournment thereof, except where the Board of Directors fixes a new record date for the adjourned meeting.

Section 13. Inspectors and Judges. The Board of Directors in advance of any meeting may, but need not, appoint one or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment thereof. If any inspector or inspectors, or judge or judges, are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors or judges. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled by the Board of Directors in advance of the meeting, or at the meeting by the person presiding thereat. The inspectors or judges, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots and consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots and consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors or judge or judges, if any, shall make a report in writing of any challenge, question or matter determined by him or them, and execute a certificate of any fact found by him or them.

ARTICLE THREE

DIRECTORS

Section 1. Number, Election and Term. The number of directors comprising the Board of Directors shall be fixed from time to time by resolution of either the Stockholders or the Board of Directors, but the number shall not be less than one (1). The directors shall be elected at the annual meeting of the stockholders by a plurality of the votes cast at the election, except as provided in Section 2 of this Article, and each director elected shall hold office for the term for which he is elected and until his successor is elected and qualified. Directors need not be residents of the State of Florida, stockholders of the Corporation or citizens of the United States. Unless provided otherwise by law, any director may be

removed at any time, with or without cause, upon a majority vote of the stockholders or directors at any regular or special meeting thereof.

Section 2. Vacancies. A director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect as of the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors may be filled by the affirmative vote of a majority of the current directors, though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the stockholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by stockholders if the vacancy is caused by an increase in the number of directors.

Section 3. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the stockholders.

Section 4. Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Florida.

Section 5. Annual Meeting. The first meeting of each newly elected Board of Directors shall be held, without call or notice, immediately following each annual meeting of stockholders.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may also be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 7. Special Meetings and Notice. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any two (2) directors. Written notice of special meetings of the Board of Directors shall be given to each director at least five (5) days before the meeting. Except as required by the Florida Business Corporation Act, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notices to directors shall be in writing and delivered personally, mailed to the directors at their addresses appearing on the books of the Corporation, or sent via facsimile to the number appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be received. Notice to directors may also be given by telegram, and shall be deemed delivered when the same shall be deposited at a telegraph office for transmission and all appropriate fees therefor have been paid. Whenever any notice is required to be given to any director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 8. Quorum and Required Vote. A majority of the directors shall constitute a quorum for the transaction of business and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other

than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally notified and called.

Section 9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or committee thereof may be taken without a meeting if, before or after the action, a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors or the committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 10. Telephone Meetings. Directors and committee members may participate in and hold a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meetings shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting is not lawfully called or convened.

Section 11. Committees. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except where the action of the full Board of Directors is required by the Florida Business Corporation Act. Vacancies in the membership of a committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

Section 12. Compensation of Directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE FOUR

OFFICERS

Section 1. Positions. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer who shall be the Chief Financial Officer. Any two or more offices may be held by the same person.

Section 2. Election of Specified Officers by Board. The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors.

Section 3. Election or Appointment of Other Officers. Additional Vice Presidents and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 4. Salaries. The salaries of all officers of the Corporation shall be fixed from time to time by the Board of Directors or pursuant to its discretion.

Section 5. Term. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors, or, in the case of an officer appointed by the Chairman of the Board, by the Chairman of the Board or the Board of Directors.

ARTICLE FIVE

CERTIFICATES FOR SHARES

Section 1. Issue of Certificates. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates (and upon request every holder of uncertificated shares) shall be entitled to have a certificate signed by, or in the name of the Corporation by the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, representing the number of shares registered in certificate form.

Section 2. Facsimile Signatures. Any and all signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of the issue.

Section 3. Lost Certificates. The Corporation may issue a new certificate of stock in place of any certificate therefore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen, or destroyed certificate, or his legal representative to furnish an affidavit as to such loss, theft or destruction and to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 4. Transfer of Shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

ARTICLE SIX

GENERAL PROVISIONS

Section 1. Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of the Articles of Incorporation.

Section 2. Reserves. The Board of Directors may by resolution create a reserve or reserves out of earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

Section 3. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise fixed by resolution of the Board of Directors.

Section 5. Conflicts. These Bylaws are subject to the Articles of Incorporation and any Articles of Designation to such Articles of Incorporation filed with the Florida Secretary of State, and any conflict between these Bylaws and the Articles of Incorporation or any Articles of Designation shall be resolved in favor of the Articles of Incorporation or Articles of Designation.

ARTICLE SEVEN

AMENDMENTS OF BYLAWS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any meeting of either the Stockholders or the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the stockholders or directors present at such meeting.

P93000032441

Florida Department of State
Division of Corporations
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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Account Number : FCA000000023
Phone : (850)222-1092
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOLLAND MEDICAL SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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Art
@ 9/25/13

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**ARTICLES OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
HOLLAND MEDICAL SERVICES, INC.**

(a for-profit Florida corporation)

Dated: September *25*, 2013

FILED
13 SEP 25 PM 2:47
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Holland Medical Services, Inc. (the "Corporation") adopts in its entirety these Restated Articles of Incorporation, which contain amendments (i) recapitalizing all authorized (both issued and unissued) shares of the Corporation's common stock, (ii) decreasing the total number of authorized shares of common stock from 10,000, par value \$1.00 per share to 1,000 shares of common stock, par value \$0.001 per share and (iii) reissuing each share of 500 shares of issued and outstanding. The terms of the reissue will be at the rate of 2 shares for every issued share of common stock at \$1.00 par value and shall be changed to 1,000 shares of common stock, \$0.001 par value. The remaining 9,500 shares of unissued shares of common stock, at \$1.00 par value per share shall not be converted or exchanged in any manner and will be surrendered and extinguished.

These Restated Articles of Incorporation were duly adopted by joint unanimous written consent of the board of directors and the sole shareholder effective as of the day and year first above written. The number of votes cast by the sole shareholder for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

The Corporation hereby adopts its Articles of Incorporation in its entirety, as follows:

ARTICLE I – NAME

The name of the Corporation shall be Holland Medical Services, Inc.

ARTICLE II – BUSINESS ADDRESS

The principal street and mailing address of the Corporation is:

2600 Technology Drive, Suite 300
Orlando, Florida 32804

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ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, as amended from time to time (the "State Corporation Law").

ARTICLE IV – CAPITAL STOCK

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE V – DIRECTORS

The number of directors of the Corporation shall be fixed from time to time in accordance with the Bylaws (as defined below). Election of directors need not be by ballot unless the Bylaws so provide.

ARTICLE VI – LIABILITY

To the fullest extent that the State Corporation Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer. Any repeal or modification of this Article shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE VII – AMENDMENTS TO BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation (the "Board of Directors") is hereby expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation (as may be amended or modified from time to time in accordance with their terms, the "Bylaws"), subject to the power of the shareholders holding a majority of the then-outstanding shares of the Corporation to alter or repeal any Bylaws made by the Board of Directors.

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ARTICLE VIII – BANKRUPTCY

The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the “Bankruptcy Code”) as in effect on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida provided, however, that such restriction (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by applicable law, and as may be set forth more fully in the Bylaws, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person.

ARTICLE X – AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the State Corporation Law or any successor statute, and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE XI – REGISTERED OFFICE AND AGENT

The registered office street address and name of the registered agent of the Corporation is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE XII – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

[END OF TEXT - SIGNATURE PAGE TO FOLLOW]

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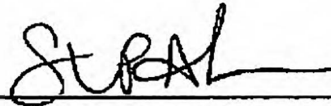
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SIGNATURE PAGE

The undersigned officer has executed this instrument as of the day and year first above written.

HOLLAND MEDICAL SERVICES, INC.

By:



Name: Steven P. Alsene

Title: President

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BENEFICIAL HOME HEALTH CARE, INC., a Florida corporation, filed on May 3, 1993 effective April 29, 1993, as shown by the records of this office.

The document number of this corporation is P93000032441.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of May, 1993



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

1993 MAY -3 AM 9:55

BENEFICIAL HOME HEALTH CARE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

EFFECTIVE DATE

The name of this corporation shall be:

04/29/93

BENEFICIAL HOME HEALTH CARE, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be April 29, 1993, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address of the initial corporate office and initial registered office of this Corporation is 201 S. Orange Avenue, Suite 860, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Thomas A. Simser, Jr. The mailing address is P.O. Box 1391, Orlando, Florida 32802-1391.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than three (3).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
William P. Kennedy	4506 L.B. McLeod Rd. Suite F Orlando, Florida 32811
Stephen P. Griggs	4506 L.B. McLeod Rd. Suite F Orlando, Florida 32811
William A. Walker II	250 Park Avenue South 5th Floor Winter Park, Florida 32789

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas A. Simser, Jr.	201 S. Orange Avenue Suite 860 Orlando, Florida 32801

ARTICLE VIII - Indemnification

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - By-Laws

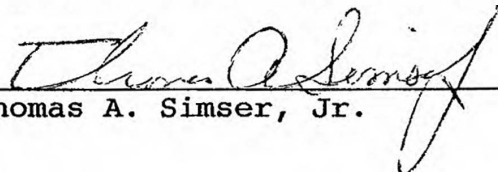
The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors

may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XII - No Preemptive Rights

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of April, 1993.

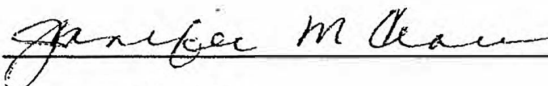


Thomas A. Simser, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of April, 1993, by Thomas A. Simser, Jr. He is personally known to me and did not take an oath.

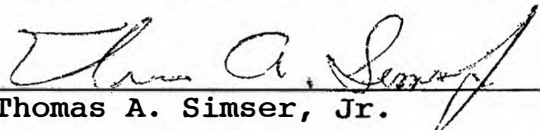




Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of BENEFICIAL HOME HEALTH CARE, INC.



Thomas A. Simser, Jr.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 13, 1993, changing the corporate name of BENEFICIAL HOME HEALTH CARE, INC. to HOLLAND MEDICAL SERVICES, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P93000032441.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of January, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BENEFICIAL HOME HEALTH CARE, INC.

FILED
93 DEC 13 AM 11:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, the name of the Corporation is Beneficial Home Health Care, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on April 29, 1993; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1003 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held on October 1, 1993, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - Name

The name of this Corporation shall be: HOLLAND MEDICAL SERVICES, INC."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 10th day of November, 1993.

BENEFICIAL HOME HEALTH CARE,
INC., a Florida corporation

By: William P. Kennedy
William P. Kennedy,
President

Attest: William A. Walker II
William A. Walker II,
Secretary

STATE OF FLORIDA

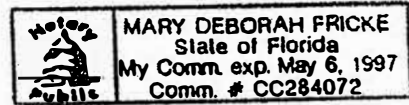
COUNTY OF Orange

Before me, the undersigned authority, personally appeared William P. Kennedy, the President of BENEFICIAL HOME HEALTH CARE, INC., who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to Articles of Incorporation; and he did fully and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein pertained and set forth. He is personally known to me ~~or has produced~~ _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 16th day of November, 1993.

Mary Deborah Fricke

Notary Public; State of Florida
My Commission Expires:



STATE OF FLORIDA

COUNTY OF Orange

Before me, the undersigned authority, personally appeared William A. Walker II, the Secretary of BENEFICIAL HOME HEALTH CARE, INC., who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to Articles of Incorporation; and he did fully and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein pertained and set forth. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, Orange County, Florida, this 29th day of November, 1993.

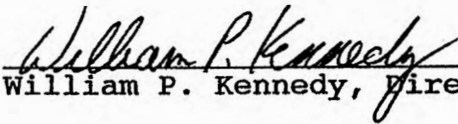
Ruth D. Merkle

Notary Public; State of Florida
My Commission Expires:



CONSENT

The Undersigned, constituting the Directors of BENEFICIAL HOME HEALTH CARE, INC., hereby manifest their intention that the aforesaid Articles of Amendment to Articles of Incorporation be adopted.



William P. Kennedy, Director



Stephen P. Griggs, Director



William A. Walker II, Director



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

Re: Document Number P93000032441

The Articles of Amendment to the Articles of Incorporation of HOLLAND MEDICAL SERVICES, INC., a Florida corporation, were filed on April 12, 2002.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Annette Ramsey
Corporate Specialist
Division of Corporations

Letter Number: 402A00021972

Account number: 072100000032

Amount charged: 35.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
HOLLAND MEDICAL SERVICES, INC.

(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the Corporation is HOLLAND MEDICAL SERVICES, INC.
2. Article VI of the Articles of Incorporation is hereby deleted in its entirety.
3. The foregoing amendment to the Articles of Incorporation of the Corporation was adopted and approved by (i) the written consent of the Corporation's Board of Directors, effective as of March 22, 2002, and (ii) the written consent of the holder of 100% of the Corporation's issued and outstanding capital stock entitled to vote thereon, representing the number of votes sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 25th day of March, 2002 .

HOLLAND MEDICAL SERVICES, INC.

By: Stephen D. Linehan
Stephen D. Linehan, President

CERTIFICATE OF INCORPORATION

OF

BETTER LIVING NOW, INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

BETTER LIVING NOW, INC.

2. The purpose or purposes for which the corporation is formed are as follows; to wit:

To own, operate, manage and to do everything normally associated with conducting the business of the selling of vitamins, medical supplies, appliances, medical devices and herbs.

To engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

To own, operate, manage, acquire and deal in property, real and personal, which may be necessary to the conduct of the business.

The corporation shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute in the State of New York.

3. A director of the corporation shall not be liable to the corporation or its shareholders for damages for any breach of duty in such capacity except for

- (i) liability if a judgment or other final adjudication adverse to a director establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the director's acts violated BCL Section 719, or

- (ii) liability for any act or omission prior to the adoption of this provision.

4. The county in which the office of the corporation is to

be located in the State of New York is: Suffolk

5. The aggregate number of shares which the corporation shall have authority to issue is: 200 shares, no par value.

6. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

9
Robert Silberglied, Esq.
10 East 40th Street
New York, New York 10016

The undersigned incorporator is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been subscribed September 8, 1992 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Elizabeth Slater
Elizabeth Slater
33 Rensselaer Street
Albany, New York 12202

A0746255

FILED *ELJ*
Secretary of State
State of California *DJ*

1484032

RESTATED

SEP 25 2013

lee

ARTICLES OF INCORPORATION
OF
R.C.P.S., INC.
(a California corporation)

Dated: September 25, 2013

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of R.C.P.S., Inc., a California corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

ARTICLE I – NAME

The name of the corporation shall be R.C.P.S., Inc. (the "Corporation")

ARTICLE II – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code, as amended from time to time (the "State Corporation Law").

ARTICLE III – CAPITAL STOCK

Pursuant to the provisions of the State Corporation Law, the Corporation (i) decreases the total number of authorized shares of common stock from 1,000,000, no par value per share, to 1,000 shares of common stock, par value \$0.001 per share and (ii) reissues each share of its 13,500 shares of issued and outstanding common stock, no par value per share. For every issued and outstanding share of common stock, no par value per share, the Corporation will reissue 1/13.5 shares, par value \$0.001 per share. The remaining 986,500 shares of unissued shares of common stock, no par value per share, shall not be converted or exchanged in any manner and will be surrendered and extinguished. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 1,000 of common stock having a par value of \$0.001 per share.

ARTICLE IV – DIRECTORS

The number of directors of the Corporation shall be fixed from time to time in accordance with the Bylaws (as defined below). Pursuant to the provisions of the State Corporation Law, elections of directors must be by written ballot if any shareholder demands such election by ballot at the meeting prior to voting. If no shareholder demands the election of directors by written ballot at the meeting prior to voting, such election need not be by ballot unless the Bylaws so provide.

ARTICLE V – LIABILITY

To the fullest extent that the State Corporation Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI – AMENDMENTS TO BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation (the “Board of Directors”) is hereby expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation (as may be amended or modified from time to time in accordance with their terms, the “Bylaws”), subject to the power of the stockholders holding a majority of the then-outstanding shares of the Corporation to alter or repeal any Bylaws made by the Board of Directors.

ARTICLE VII – BANKRUPTCY

The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the “Bankruptcy Code”) as in effect on the date of filing of these Articles of Incorporation with the Secretary of State of the State of California provided, however, that such restriction (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by applicable law, and as may be set forth more fully in the Bylaws, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person.

ARTICLE IX – AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the State Corporation Law or any successor statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 13,500. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

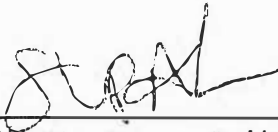
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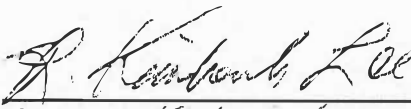
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The number of votes cast by the sole shareholder for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 25, 2013

By: 
Name: Steven P. Alsene
Title: *President*

By: 
Name: R. Kimbark Lee
Title: *ALL Secretary*

(SIGNATURE PAGE TO R.C.P.S., INC.)



I hereby certify that the foregoing
transcript of 4 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

SEP 27 2013

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

A0746255

FILED *ELJ*
Secretary of State *DJ*
State of California

1484032

RESTATED

SEP 25 2013

lee

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OF
R.C.P.S., INC.
(a California corporation)

Dated: September 25, 2013

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To the fullest extent permitted by applicable law, and as may be set forth more fully in the Bylaws, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person.

ARTICLE IX – AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the State Corporation Law or any successor statute, and all rights conferred on stockholders herein are granted subject to this reservation.

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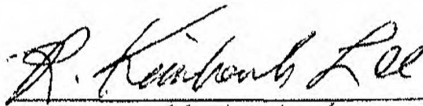
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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 25, 2013

By: 
Name: Steven P. Alsene
Title: *President*

By: 
Name: R. Kimbark Lee
Title: ~~R.R.P.~~ Secretary

(SIGNATURE PAGE TO R.C.P.S., INC.)

BYLAWS
OF
ROTECH HEALTHCARE HOLDINGS INC.

ARTICLE I

OFFICES AND RECORDS

Section 1.01 Delaware Office. The registered office of Rotech Healthcare Holdings Inc., a Delaware corporation (the “Corporation”), in the State of Delaware shall be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Zip Code 19904. The name of the registered agent at such address upon whom process against the Corporation may be served is National Registered Agents, Inc.

Section 1.02 Other Offices. The Corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors of the Corporation (the “Board of Directors”) may designate or as the business of the Corporation may from time to time require.

Section 1.03 Books and Records. The books and records of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

ARTICLE II

STOCKHOLDERS

Section 2.01 Annual Meeting. The annual meeting of the stockholders of the Corporation (“Stockholders”) for the election of directors, and for such other business as may be stated in the notice of the meeting, shall be held on such date, time and place as may be designated by the Board of Directors from time to time and set forth in the notice of the meeting. If the Board of Directors fails so to determine the date, time and place of meeting, the annual meeting of Stockholders shall be held at the Corporation’s principal executive office on the last Friday in the month of June. If the date of the annual meeting shall fall upon a day that is not a business day, the meeting shall be held on the next succeeding business day. At the annual meeting, directors shall be elected and any other proper business may be transacted. For purposes of these Bylaws, a “business day” means any day other than a Saturday, Sunday or date on which commercial banks in the State of Delaware are authorized by law to close for business.

Section 2.02 Special Meeting. Special meetings of the Stockholders for any purpose or purposes may be called by the Chairperson of the Board of Directors, by resolution of the Board of Directors or by the President or Secretary of the Corporation, and shall be called by the Secretary of the Corporation upon the written request (stating the purpose or purposes of the meeting) of a majority of the directors then in office or of the holders of at least fifteen percent (15%) of the outstanding shares entitled to vote. Without the unanimous consent of all the Stockholders entitled to vote at a special meeting, only business related to the purposes set forth in the notice of the meeting for such special meeting may be transacted at such special meeting.

Section 2.03 Place of Meeting. Meetings of Stockholders shall be held at any place within or outside the State of Delaware as designated by the Board of Directors. The Board of Directors may, in its sole discretion, determine that a meeting of Stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law (as amended from time to time, the “DGCL”). In the absence of any such designation or determination, Stockholders’ meetings shall be held at the Corporation’s principal executive office.

Section 2.04 Notice of Meeting. Written or printed notice or notice by electronic transmission as provided in Section 6.05, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered by the Corporation not less than ten (10) business days nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the Stockholder at such Stockholder’s address as it appears on the records of the Corporation. Such further notice shall be given as may be required by law. Without the unanimous consent of all the Stockholders entitled to vote at a meeting, only such business shall be conducted at such meeting of Stockholders as shall have been brought before the meeting pursuant to the Corporation’s notice of meeting. Meetings may be held without notice if all Stockholders entitled to vote are present, or if notice is waived by those not present in accordance with Section 6.03. Any previously scheduled meeting of the Stockholders may be postponed, and (unless the Certificate of Incorporation of the Corporation (as may be amended from time to time, the “Certificate of Incorporation”) otherwise provides) any special meeting of the Stockholders may be canceled, by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of Stockholders.

Section 2.05 Quorum and Adjournment. Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the outstanding shares of the Corporation entitled to vote generally in the election of directors, represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. The Stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Stockholders to leave less than a quorum. The Chairperson of the meeting or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is a quorum. No notice of the time and place of adjourned meetings need be given if the time and place thereof are announced at the meeting at which the adjournment is taken. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Stockholder of record entitled to vote at the meeting.

Section 2.06 Proxies. At all meetings of Stockholders, a Stockholder may vote by proxy executed in writing (or in such manner prescribed by the DGCL) by the Stockholder, or by such Stockholder’s duly authorized attorney-in-fact, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A

Stockholder may also authorize another person or persons to act for him, her or it as proxy in the manner(s) provided under Section 212(c) of the DGCL or as otherwise provided under Delaware law. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power, regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally. A Stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation.

Section 2.07 Voting. Unless otherwise provided in the Certificate of Incorporation, each Stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation and these Bylaws at any meeting of Stockholders shall be entitled to one (1) vote for each share of stock held by such Stockholder which has voting power upon the matter in question. Corporate action to be taken by Stockholder vote, other than the election of directors, shall be authorized by a majority of the votes cast at a meeting of Stockholders (or by such greater vote as may be required for the matter in question under the terms of the Stockholders Agreement (defined below)); except as otherwise provided by law or by Section 2.09 or by the Stockholders Agreement, directors shall be elected in the manner provided in Section 3.02. Unless otherwise required by the Stockholders Agreement, voting need not be by ballot and need not be conducted by inspectors, in each case, unless requested by a majority of the Stockholders entitled to vote at the meeting or ordered by the Chairperson of the meeting. As used in these Bylaws, the “Stockholders Agreement” shall mean that certain Stockholders Agreement, dated as of the effective date of Rotech Healthcare Inc.’s Second Amended Joint Chapter 11 Plan, in In re Rotech Healthcare Inc., *et al.*, Case No.: 13-10741 (PJW), as amended from time to time, among the Corporation, Rotech Healthcare Inc. and the Stockholders party thereto, a copy of which will be provided to any Stockholder upon written request to the Corporation.

Section 2.08 List of Stockholders. Not fewer than ten (10) business days prior to the date of any meeting of Stockholders, the Secretary of the Corporation shall prepare a complete list of Stockholders entitled to vote at the meeting, arranged in alphabetical order, with the address of each and the number of shares registered by each. For a period of not fewer than ten (10) business days prior to the meeting, the list shall be available during ordinary business hours for inspection by any Stockholder for any purpose germane to the meeting. During this period, the list shall be kept either (a) at a place within the city where the meeting is to be held, if that place shall have been specified in the notice of the meeting, or (b) if not so specified, at the place where the meeting is to be held. The list shall also be available for inspection by Stockholders at the time and place of the meeting.

Section 2.09 Action by Consent Without a Meeting. Unless otherwise provided by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of Stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not fewer than the minimum number of votes that would be necessary in accordance with Section 2.07 (or such greater vote as may be required for the matter in question under the terms of the Stockholders Agreement) to authorize or take such action at a meeting at

which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of any such action shall be given to those Stockholders (if any) who did not consent in writing.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01 General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, except as may be otherwise required by law or by the Certificate of Incorporation. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation, by these Bylaws or by the Stockholders Agreement required to be exercised or done by the Stockholders.

Section 3.02 Number, Tenure and Qualifications. The Board of Directors shall consist of one (1) or more members. Initially, there shall be six (6) directors. Unless otherwise provided in the Stockholders Agreement, the number of directors may be changed from time to time by resolution of a majority of the Board of Directors. Directors shall be elected by a plurality of the votes of the shares present in person or by proxy at the meeting of Stockholders and entitled to vote on the election of directors. Each director shall be elected to serve until his or her successor shall be elected and shall qualify. Directors need not be Stockholders. Each director shall hold office until the next annual meeting of Stockholders and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. As used in these Bylaws, the term "Whole Board of Directors" means the total number of directors the Corporation would have if there were no vacancies on the Board of Directors.

Section 3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice immediately after, and at the same place as, the annual meeting of Stockholders or at such other time and place as may be determined by resolution of the Board of Directors. Additional regular meetings of the Board of Directors may be held at such places within or outside the State of Delaware and at such times and on such dates as the Board of Directors may from time to time determine upon at least forty-eight (48) hours' prior written notice to all directors. Any director may call and convene a meeting of the Board of Directors upon at least forty-eight (48) hours' prior written notice to all other directors, which shall specify in reasonable detail the purpose for which the meeting is being convened.

Section 3.04 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or outside the State of Delaware whenever called at the request of any director then serving on the Board of Directors or the Chief Executive Officer. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time of the meetings.

Section 3.05 Notice. Notice of any special meeting of directors shall be given to each director at his or her business or residence in writing by hand delivery, first-class or overnight mail or courier service, facsimile transmission, electronic transmission or orally by telephone. If mailed by first-class mail, such notice shall be deemed adequately delivered when deposited in

the United States mails so addressed, with postage thereon prepaid, at least three (3) business days before such meeting. If by overnight mail or courier service, such notice shall be deemed adequately delivered when the notice is delivered to the overnight mail or courier service at least three (3) business days before such meeting. If by facsimile or electronic transmission, such notice shall be deemed adequately delivered when the notice is transmitted at least two (2) business days (and not less than forty-eight (48) hours) before such meeting. If by telephone or by hand delivery, the notice shall be given at least two (2) business days (and not less than forty-eight (48) hours) prior to the time set for the meeting. The notice of a special meeting of directors shall specify in reasonable detail the purpose for which the meeting is being convened. Without the unanimous consent of all directors, only such business shall be conducted at such special meeting as shall have been specified in such notice. A meeting may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in accordance with Section 6.03.

Section 3.06 Action by Consent of Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or such committee, as applicable.

Section 3.07 Meetings by Remote Communication. Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar remote communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 3.08 Quorum. Subject to Section 3.09, a majority of the Whole Board shall constitute a quorum present for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater vote of directors is required for the matter in question by the terms of the Stockholders Agreement. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 3.09 Vacancies. Subject to applicable law and the provisions of the Stockholders Agreement, unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, shall be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum, and directors so chosen shall hold office for a term expiring at the annual meeting of Stockholders at which the term of office of the class to which they have been elected expires and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the Whole Board shall shorten the term of any incumbent director. If there are no directors in office, then an election of directors

shall be held in the manner provided by the statute, subject to the provisions of the Stockholders Agreement.

Section 3.10 Committees of the Board of Directors.

(a) Committees. The Board of Directors, by resolution adopted by a majority of the Whole Board, (i) shall designate a Compensation Committee and an Audit Committee and (ii) may, from time to time, designate one or more committees. Each committee shall consist of three (3) or more of the directors of the Corporation as set forth in such committee's charter, if any; provided that there shall be at least (1) Designated Director (as defined in the Stockholders Agreement) from each Designating Stockholder (as defined in the Stockholders Agreement) on the Compensation Committee. Each director shall be (x) subject to the proviso in the immediately preceding sentence, eligible for, but not entitled to, appointment to any committee of the Board of Directors and (y) with respect to any committee of the Board of Directors of which he or she is not a member, entitled to attend meetings thereof, solely as an observer, and receive all information submitted to the committee members in connection with committee meetings, except to the extent that the Board of Directors otherwise determines due to actual or perceived conflict of interest. Such committee or committees shall have duties and powers not inconsistent with the laws of the State of Delaware, the Certificate of Incorporation, these Bylaws, the Stockholders Agreement and the respective resolution or resolutions of the Board of Directors.

(b) Operation of Committees. Unless otherwise determined by the Board of Directors, a majority of any committee may determine its action and fix the time and place of its meetings, unless the Board of Directors or such committee's charter, if any, shall provide otherwise. Notice of such meetings shall be given to each member of the committee in the manner provided for in Section 3.05. The Board of Directors shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee. Each committee shall keep regular minutes of its meetings and regularly report to the Board of Directors. A majority of all of the members of the committee shall constitute a quorum present for the transaction of business.

Section 3.11 Compensation. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors, if any. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director; provided that each director, other than the Chairperson, shall receive the same compensation (except that any director who is a full-time employee of the Corporation or its subsidiaries shall not be separately compensated for service as a director) and shall have the same right to receive any expense reimbursement (including, without limitation, the same right to retain counsel or any advisors that the Board of Directors chooses to adopt for the directors generally). No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings; provided that each committee member, other than the Chairperson, shall receive the same compensation (except that any director who is a full-time employee of the

Corporation or its subsidiaries shall not be separately compensated for service as a committee member) and shall have the same right to receive any expense reimbursement.

Section 3.12 Removal. Except as otherwise provided in the Certificate of Incorporation, these Bylaws, the Stockholders Agreement or by law, any director may be removed from office at any time by the affirmative vote of the holders of at least two-thirds of the then-outstanding shares of capital stock of the Corporation. Any director may resign at any time upon written or electronic notice to the Board of Directors, the Chief Executive Officer, the President, if any, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 3.13 Records. The Board of Directors shall cause to be kept a record containing the minutes of the meetings of the Board of Directors (and any committees thereof) and of the Stockholders, appropriate stock books and registers and such books of records and accounts as may be necessary for the proper conduct of the business of the Corporation

ARTICLE IV

OFFICERS

Section 4.01 Elected Officers. The elected officers of the Corporation shall be a Chairperson of the Board of Directors, Chief Executive Officer, President, Vice President, Secretary, Treasurer, and such other officers (including, without limitation, a Chief Financial Officer and Chief Operating Officer) as the Board of Directors from time to time may deem proper. The Chairperson of the Board of Directors shall be chosen from among the directors by a majority vote of the Whole Board. All officers elected by the Board of Directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article IV. Such officers shall also have such powers and duties as from time to time may be conferred by the Board of Directors or by any committee thereof. The Board of Directors or any committee thereof may from time to time elect, or the Chairperson of the Board of Directors or Chief Executive Officer may appoint, such other officers (including, without limitation, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and Assistant Controllers) and such agents, as may be necessary or desirable for the conduct of the business of the Corporation. Such other officers and agents shall have such duties and shall hold their offices for such terms as shall be provided in these Bylaws or as may be prescribed by the Board of Directors or such committee or by the Chief Executive Officer, as the case may be. Except as prohibited by law or the Certificate of Incorporation or these Bylaws, any number of offices may be held by the same person.

Section 4.02 Election and Term of Office. The elected officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after the annual meeting of the Stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The Board of Directors may delegate to any executive officer or committee the power to appoint and define the powers and duties of any subordinate officers, agents or employees. Each officer shall hold

office until his or her successor shall have been duly elected and shall have qualified or until his or her earlier death, resignation or removal.

Section 4.03 Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall preside, if present, at all meetings of the Stockholders and of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

Section 4.04 Chief Executive Officer. The Chief Executive Officer shall be responsible for the general management of the affairs of the Corporation and shall perform all duties incidental to his or her office which may be required by law and all such other duties as are properly required of him or her by the Board of Directors. He or she shall make reports to the Board of Directors and the Stockholders and shall see that all orders and resolutions of the Board of Directors and of any committee thereof are carried into effect. The Chief Executive Officer may also serve as Chairperson of the Board of Directors, if so elected by the Board of Directors. In the absence of the Chairperson of the Board of Directors, the Chief Executive Officer shall preside at meetings of the Stockholders and of the Board of Directors.

Section 4.05 President. The President shall act in a general executive capacity and shall assist in the administration and the operation of the Corporation's business and general supervision of its policies and affairs and shall perform all duties incidental to his or her office which may be required by law and all such other duties as are properly required of him or her by the Chief Executive Officer.

Section 4.06 Vice Presidents. Each Vice President shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors or the Chief Executive Officer.

Section 4.07 Chief Financial Officer. The Chief Financial Officer (if any) shall be a Vice President and act in an executive financial capacity. He or she shall assist the Chief Executive Officer and the President in the general supervision of the Corporation's financial policies and affairs.

Section 4.08 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody and disbursement of corporate funds. The Treasurer shall cause the funds of the Corporation to be deposited in such banks as may be authorized by the Board of Directors, or in such banks as may be designated as depositaries in the manner provided by resolution of the Board of Directors. He or she shall have such further powers and duties and shall be subject to such directions as may be granted or imposed upon him or her from time to time by the Board of Directors, the Chief Executive Officer or the President.

Section 4.09 Chief Operating Officer. The Chief Operating Officer (if any) shall be a Vice President and, subject to the powers of the Chief Executive Officer and President, shall be the principal officer in charge of the operations of the Corporation.

Section 4.10 Secretary. The Secretary shall keep or cause to be kept in one or more books provided for that purpose, the minutes of all meetings of the Board of Directors, the committees of the Board of Directors and the Stockholders; he or she shall be custodian of the

records and shall see that the books, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and in general, he or she shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President.

Section 4.11 Removal. Any officer elected or appointed, or agent appointed, by the Board of Directors may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Whole Board whenever, in their judgment, the best interests of the Corporation would be served thereby. In the case of an officer appointed by an executive officer or Board of Directors committee, such officer may be removed from office at any time, with or without cause, by the Board of Directors, by the officer or committee that appointed him or her, by the Chief Executive Officer or Chairperson of the Board of Directors. No officer shall have any contractual rights against the Corporation for compensation by virtue of such election beyond the date of the election of his or her successor, or his or her death, resignation or removal, whichever event shall first occur, except as otherwise provided in an employment contract or under an employee deferred compensation plan or any other employee benefit plan.

Section 4.12 Vacancies. A newly created elected office and a vacancy in any elected office because of death, resignation, or removal may be filled by the Board of Directors for the unexpired portion of the term at any meeting of the Board of Directors. Any vacancy in any other office because of death, resignation, or removal may be filled by the Board of Directors, by the officer or committee that appointed him or her, by the Chief Executive Officer or Chairperson of the Board of Directors.

ARTICLE V

STOCK

Section 5.01 Stock Certificates and Transfers. The interest of each Stockholder of the Corporation may be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe, provided that the Board of Directors may provide, by resolution or resolutions, that some or all of any or all classes or series of its stock shall be uncertificated shares. The shares of the stock of the Corporation shall be transferred on the books of the Corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of certificates for at least the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require.

The certificates of stock shall be signed, countersigned and registered in such manner as the Board of Directors may by resolution prescribe, which resolution may permit all or any of the signatures on such certificates to be in facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Sections 151, 156, 202(a) or 218(a) of the DGCL or a statement that the Corporation will furnish without charge to each Stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 5.02 Lost, Stolen or Destroyed Certificates. No certificate for shares of stock in the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of such evidence of such loss, destruction or theft and on delivery to the Corporation of a bond sufficient to indemnify it against any claim that may be made against the Corporation on account of the alleged loss, destruction or theft of any such certificate or the issuance of such new certificate, upon such terms and secured by such surety, as the Board of Directors may in its reasonable discretion require.

Section 5.03 Transfer of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction should be recorded upon the books of the Corporation.

Section 5.04 Fixing Record Date. In order that the Corporation may determine the Stockholders entitled to notice of or to vote at any meeting of Stockholders or any adjournment thereof, or entitled to receive payments of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) business days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of Stockholders of record entitled to notice of or to vote at a meeting of Stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5.05 Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

Section 5.06 Section 1123 of the Bankruptcy Code. The Corporation shall not issue any nonvoting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date these Bylaws were adopted;

provided, however, that this Section 5.06 (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 6.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of each year.

Section 6.02 Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

Section 6.03 Waiver of Notice. Whenever any notice is required to be given to any Stockholder or director of the Corporation under the provisions of the DGCL or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a Stockholder at a meeting of Stockholders shall constitute a waiver of notice of such meeting, except when the Stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Stockholders or the Board of Directors or committee thereof need be specified in any waiver of notice of such meeting.

Section 6.04 Resignations. Any director or any officer, whether elected or appointed, may resign at any time by giving written notice of such resignation to the Chairperson of the Board of Directors, the Chief Executive Officer, the President, or the Secretary, and such resignation shall be deemed to be effective as of the close of business on the date said notice is received by the Chairperson of the Board of Directors, the Chief Executive Officer, the President, or the Secretary, or at such later time as is specified therein. No formal action shall be required of the Board of Directors or the Stockholders to make any such resignation effective.

Section 6.05 Notice by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to Stockholders pursuant to the DGCL, the Certificate of Incorporation or these Bylaws, any notice to Stockholders given by the Corporation under any provision of the DGCL, the Certificate of Incorporation or these Bylaws shall be effective if given by a form of electronic transmission previously consented to by the Stockholder (in writing) to whom the notice is given. Any such consent shall be revocable by the Stockholder at any time by written notice to the Corporation. Any such consent shall be deemed revoked if:

(i) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and

(ii) such inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice.

However, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Any notice given pursuant to the preceding paragraph shall be deemed given:

(i) if by facsimile telecommunication, when directed to a number at which the Stockholder has consented to receive notice;

(ii) if by electronic mail, when directed to an electronic mail address at which the Stockholder has consented to receive notice;

(iii) if by a posting on an electronic network together with separate notice to the Stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and

(iv) if by any other form of electronic transmission, when directed to the Stockholder.

An affidavit of the Secretary or an assistant Secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

An “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE VII

CONTRACTS, SHARES OF OTHER CORPORATIONS, ETC.

Section 7.01 Contracts. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on the behalf of the Corporation by such officer or officers of the Corporation as the Board of Directors may from time to time direct. Such authority may be general or confined to specific instances as the Board of Directors may determine. The Chief Executive Officer, the President or any Vice President may execute bonds, contracts, deeds, leases and other instruments to be made or executed for or on behalf of the Corporation. Subject to any restrictions imposed by the Board of Directors or the Chief Executive Officer, the President or any Vice President of the Corporation may delegate contractual powers to others under his or her jurisdiction, it being understood, however, that any such delegation of power shall not relieve such officer of responsibility with respect to the exercise of such delegated power.

Section 7.02 Representation of Shares of Other Corporations; Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the Chief Executive Officer, the President or any Vice President is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares or other equity interests in any other corporation. The authority granted herein may be exercised directly or the Chief Executive Officer, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation, all such written proxies or other instruments as he may deem necessary or proper.

ARTICLE VIII

AMENDMENTS

Section 8.01 Amendments. These Bylaws may be amended, modified or repealed, and new Bylaws may be adopted, at any time by a majority of the Whole Board or a majority of the then-outstanding shares of capital stock of the Corporation; provided, however, that any such amendment, modification, repeal or adoption that would be inconsistent with any provision of the Stockholders Agreement shall require such approval as would be needed to amend such provision of the Stockholders Agreement.


Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ROTECH HEALTHCARE HOLDINGS INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 2018, AT 1:29 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

6830385 8100
SR# 20182430910

Authentication: 202450644
Date: 04-04-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

PUBLIC

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**CERTIFICATE OF INCORPORATION
OF
ROTECH HEALTHCARE HOLDINGS INC.**

**ARTICLE I
NAME**

The name of the corporation is Rotech Healthcare Holdings Inc. (the “Corporation”).

**ARTICLE II
REGISTERED OFFICE**

The registered office of the Corporation in the State of Delaware is located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Zip Code 19904. The name of the registered agent at such address upon whom process against the Corporation may be served is National Registered Agents, Inc.

**ARTICLE III
CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as amended from time to time, the “DGCL”).

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

Section 4.01 Authorized Shares. The total number of shares of capital stock that the Corporation shall have the authority to issue is 9,600,000 shares of Common Stock, \$0.001 par value per share (“Common Stock”). All or any portion of the authorized shares of Common Stock may be issued by the Corporation from time to time and for such consideration as the Board of Directors of the Corporation (the “Board of Directors”) may determine. All such shares, if and when issued, and upon receipt of such consideration by the Corporation, shall be fully paid and non-assessable.

Section 4.02 Common Stock. All issued and outstanding shares of Common Stock shall be identical and shall entitle the holders thereof (the “Stockholders”) to the same rights and powers. The powers, designations, preferences and other special rights (and the qualifications, limitations or restrictions thereof) of the Common Stock are as follows:

(a) Voting Rights. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each Stockholder shall be entitled, with respect to each outstanding share of Common Stock held by such Stockholder on the books of the Corporation as of the

applicable record date, to one (1) vote per share on all matters on which Stockholders are entitled to vote.

(b) Dividends and Distributions. The Stockholders shall be entitled to receive, equally, on a per share basis, such dividends and other distributions in cash, securities or other property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(c) Liquidation Rights. In the event of any dissolution, liquidation or winding-up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the remaining assets and funds of the Corporation, if any, shall be divided among and paid ratably to the Stockholders in proportion to the number of shares held by them. A merger or consolidation of the Corporation with or into any other corporation or other entity or a sale or conveyance of all or any part of the assets of the Corporation (unless such transaction results in the liquidation of the Corporation and the distribution of assets to its Stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this Section 4.02(c).

Section 4.03 Section 1123 of the Bankruptcy Code. The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware; provided, however, that this Section 4.03 (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

ARTICLE V CORPORATE GOVERNANCE

Section 5.01 Board of Directors. The business, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.02 Elections. Unless and except to the extent that the Bylaws of the Corporation (as may be amended, modified or supplemented from time to time in accordance with the terms thereof, the "Bylaws") shall so require, elections of directors need not be by written ballot.

Section 5.03 Quorum. A quorum at any meeting of the Board of Directors shall require the presence (telephonically or in person) of a majority of the total number of directors that the Corporation would have if there were no vacancies on the Board of Directors. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless this Certificate of Incorporation, the Bylaws or the Stockholders Agreement, dated as of the effective date of Rotech Healthcare Inc.'s Second Amended Joint Chapter 11 Plan, in In re Rotech

Healthcare Inc., *et. al.* Case No.: 13-10741 (PJW), as amended from time to time, among the Corporation, Rotech Healthcare Inc. and the Stockholder parties thereto (the “Stockholders Agreement”) (a copy of which is maintained by, and may be obtained from, the Secretary of the Corporation), shall require the vote of a greater number.

Section 5.04 Bylaws. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is hereby expressly authorized to make, repeal, alter, amend and rescind the Bylaws by a majority vote at any regular or special meeting of the Board of Directors or by written consent, subject to the power of the Stockholders to alter or repeal any Bylaws made by the Board of Directors; provided, however, that any such amendment to the Bylaws that would be inconsistent with any provision of the Stockholders Agreement shall require such approval as would be needed to amend such provision of the Stockholders Agreement.

ARTICLE VI AMENDMENTS

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon Stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article; provided, however that any proposed amendment, alteration, change or repeal (whether by merger or otherwise) of any provision contained in this Certificate of Incorporation may only be made with the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, and any such amendment, alteration, change or repeal that would be inconsistent with any provision of the Stockholders Agreement shall require such approval as would be needed to amend such provision of the Stockholders Agreement.

ARTICLE VII LIMITATION ON DIRECTOR LIABILITY

No director of the Corporation shall be liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. If the DGCL is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors of the Corporation shall be eliminated or limited to the fullest extent permitted under the DGCL, as so amended. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, modification or repeal.

**ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 8.01 Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, manager, employee or agent of another corporation or of a limited liability company, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or inaction in an official capacity or in any other capacity while serving as director, officer, manager, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the DGCL, as amended from time to time (but in the case of any such amendment, to the fullest extent permitted by law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all costs, charges, expenses, liabilities and losses (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and that indemnification shall continue as to a person who has ceased to be a director, officer, manager, employee or agent and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except as provided in Section 8.02, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by that person, only if that proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the DGCL, as amended from time to time, requires, the payment of such expenses incurred by a director or officer in his capacity as a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced, if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VIII or otherwise. No director or officer will be required to post any bond or provide any other security with respect to any such undertaking.

Section 8.02 Right of Claimant to Bring Suit. If a claim under Section 8.01 is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant also shall be entitled to be paid the expense of prosecuting that claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking, if any, is required and has been tendered to the Corporation) that the claimant has failed to meet a standard of conduct that makes it permissible under Delaware law for the Corporation to indemnify the claimant for the

amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel or its Stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, its independent legal counsel or its Stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 8.03 Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of Stockholders or disinterested directors or otherwise.

Section 8.04 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, manager, employee or agent of the Corporation or another corporation, limited liability company, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against that expense, liability or loss under Delaware law.

Section 8.05 Expenses as a Witness. To the extent any director, officer, manager, employee or agent of the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, a witness in any action, suit or proceeding, he or she shall be indemnified against all costs and expenses actually and reasonably incurred by him or her or on his or her behalf in connection therewith.

Section 8.06 Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of Article VIII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Section 8.07 Severability. If any provision or provisions of this Article VIII shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VIII (including, without limitation, each portion of any paragraph of this Article VIII containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article VIII (including, without limitation, each such portion of any paragraph of this Article VIII containing any such provision held to be invalid, illegal or unenforceable) shall be

construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Section 8.08 Amendments to this Article. Any repeal or modification of this Article shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**ARTICLE IX
SECTION 203 OF THE DGCL**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

**ARTICLE X
FORUM**

Unless the Corporation expressly consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Stockholders, (c) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the DGCL, this Certificate of Incorporation or the Bylaws (in each case, as may be amended from time to time), or (d) any action asserting a claim against the Corporation or any director or officer or other employees of the Corporation governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

**ARTICLE XI
NAME AND MAILING ADDRESS OF INCORPORATOR**

The name and mailing address of the incorporator are Timothy C. Pigg, c/o Rotech Healthcare Inc., 3600 Vineland Rd., Suite 114, Orlando, Florida 32811.

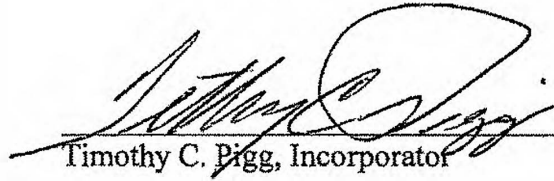
**ARTICLE XII
POWERS OF INCORPORATOR**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Office of the Secretary of State of the State of Delaware. The name and mailing address of each person who is to serve as an initial director of the Corporation until the first annual meeting of stockholders or until his or her successor is duly elected and qualify, are set forth below:

NAME	MAILING ADDRESS
James H. Bloem	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811
Daniel E. Greenleaf	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811
Timothy P. Lavelle	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811
David A. Reganato	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811
Mark D. Stolper	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811
Michael J. Wartell	c/o Rotech Healthcare Inc. 3600 Vineland Rd., Suite 114 Orlando, FL 32811

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WITNESS the signature of this Certificate of Incorporation this 4th day of
April, 2018.



Timothy C. Pigg, Incorporator

[Rotech Healthcare Holdings Inc. Certificate of Incorporation]