

P96000097605

November 20, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida

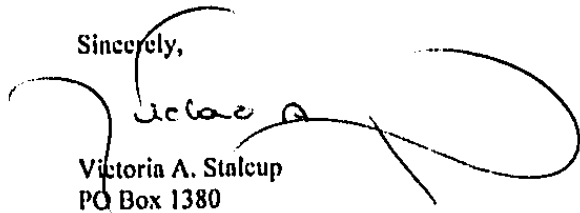
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****122.50 ****122.50

Dear Sir,

Please find enclosed my check for \$122.50 to cover the fee for filing the enclosed Articles of Incorporation for O2 Care Corporation plus one certified copy.

If you have any questions regarding this matter please give me a call at 352-795-1300. Thank you for your attention to this matter.

Sincerely,



Victoria A. Stalcup
PO Box 1380
Crystal River, Florida 34423

352-795-1300 (w)

FILED
96 NOV 25 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/3/96

Articles of Incorporation
of
O2 Care Corporation

FILED

96 NOV 25 AM 10:19

TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is O2 Care Corporation.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 2238 Highway 44 West, in the City of Inverness, County of Citrus. The name of its registered agent at such address is Victoria A. Stalcup.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 200, all of which are to be common stock with par value of one dollar (\$1.00) per share.

5. Incorporator.

The name and mailing address of the incorporator is: Victoria A. Stalcup, 2238 Highway 44 West, Inverness, Florida 34450.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any

officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

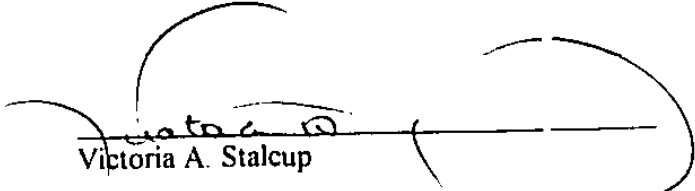
(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20 day of NOV, 1996.


Victoria A. Stalcup

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... and year above written.

William
...ry Public

Florida Department of:
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32302

Re: O2

Articles of Incorporation Amendment

Dear Sir,

Enclosed please find
Corporation to be filed with
appropriate fee.

Thank you for your
call.

WDK:vas
enclosures
certified mail# P571 013



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

O2 CARE CORPORATION
% WILLIAM D. KING
2238 HWY. 44 WEST
INVERNESS, FL 34453

SUBJECT: O2 CARE CORPORATION
Ref. Number: P96000097605

We have received your document for O2 CARE CORPORATION and your check(s) totalling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 497A00002602

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2-3-97
Carol of Sta

DIVISION OF CORPORATIONS

97 FEB -3 AM 10:46

RECEIVED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
O2 CARE CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article 1 shall read "The name of the Corporation shall be O2 Wound Care Corporation".

SECOND: The amendment is dated December 23, 1996.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30th day of January, 1997.

Signature _____


Victoria A. Stalcup, President

97 FEB -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED