

Secretary of State
Business Services and Regulation

7

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8716854 DP
DATE INCORPORATED: JULY 20, 1987
COUNTY : FULTON
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

MAILED TO:

P. ANDREW PATTERSON
1600 BANK SOUTH BLDG
ATLANTA GA 30303

CERTIFICATE OF INCORPORATION

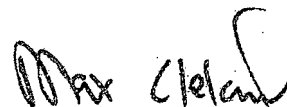
I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"METRO MEDICAL, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: JULY 23, 1987



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOTLINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
METRO MEDICAL, INC.

87202191
#50

1.

The name of the Corporation is: METRO MEDICAL, INC..

2.

The Corporation shall have perpetual duration.

3.

The Corporation is created under the Georgia Business Corporation Code and is organized as a corporation for profit. The Corporation shall engage in the business of selling, leasing, renting and repairing medical equipment to provide custodial service for the elderly and infirmed, as well as any other purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia.

4.

The Corporation shall have authority to be exercised by the Board of Directors to issue not more than one hundred thousand shares of common stock only of the par value of ONE (\$1.00) DOLLAR per share.

5.

Shareholders shall have pre-emptive rights.

6.

The Corporation shall not commence business until it shall have received not less than FIVE HUNDRED (\$500.00) DOLLARS in payment for the issuance of shares of stock.

7.

The initial registered office of the Corporation shall be at Suite 1600, 55 Marietta Street, N.W., Atlanta, Fulton County, Georgia 30303. The initial registered agent of the Corporation shall be P. ANDREW PATTERSON, ESQUIRE.

8.

The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows:

MACK JONES, M.D.
2125 HIGH POINT TRAIL
ATLANTA, GEORGIA 30331

ELAINE JONES
7822 PARK LANE
JONESBORO, GEORGIA 30236

The number of Directors of the Corporation may be increased or decreased with the appropriate action of the Stockholders.

9.

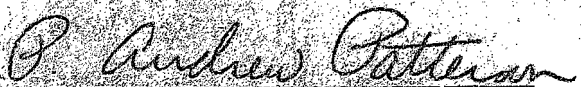
The name and address of the incorporator is:

MACK JONES, M.D.
2125 HIGH POINT TRAIL
ATLANTA, GEORGIA 30331

The Corporation may impose such restrictions and limitations upon the transferability of all stock as are not prohibited by law, so long as the imposition of said restrictions are in conformity with such procedures as are required by law. In

addition to, but not in limitation of the general powers conferred by law, the Corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefore, and to carry on any lawful business.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this the 14th day of July, 1987.


P. Andrew Patterson
Attorney For The Incorporator

THOMAS, KENNEDY, SAMPSON, EDWARDS
& SLAYTON
1600 Bank South Building
55 Marietta Street, N.W.
Atlanta, Georgia 30303
(404) 688-4503

RECEIVED
JUL 28 2 28 PM '87
SECRETARY
OF STATE

CONSENT TO APPOINTMENT


AS

REGISTERED AGENT

To: SECRETARY OF STATE
For The State of Georgia
Ex-Officio Corporations Commissioner
Suite 306 - West Tower
Two Martin Luther King, Jr., Drive, S.E.
Atlanta, Georgia 30303

I, P. ANDREW PATTERSON, do hereby consent to serve as registered agent of METRO MEDICAL, INC..

This the 14th day of July, 1987.


P. ANDREW PATTERSON, ESQUIRE
THOMAS, KENNEDY, SAMPSON, EDWARDS
& SLAYTON
1600 Bank South Building
55 Marietta Street, N.W.
Atlanta, Georgia 30303

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CERTIFICATE DATE: 06/05/87
DOCKET NUMBER : 87154513
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-1772

REQUESTED BY:

ELAINE JONES
7822 PARK LANE
JONESBORO GA. 30236

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME DOES NOT APPEAR TO BE IDENTICAL WITH OR CONFUSINGLY SIMILAR TO THE NAME OF ANY OTHER EXISTING CORPORATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS (CHAPTER 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED). PROVIDED ALL FEES ARE PAID, AND THE REQUEST IS MADE IN GOOD FAITH FOR THE PURPOSE OF FORMING A CORPORATION, THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF FOUR MONTHS FROM ITS DATE OF ISSUANCE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

"METRO MEDICAL, INC."

IMPORTANT NOTICE: THE PINK COPY AND THE AMOUNT DUE MUST BE IMMEDIATELY SUBMITTED TO THE SECRETARY OF STATE. FAILURE TO PROMPTLY PAY THE AMOUNT DUE MAY RESULT IN THE REVOCATION OF THIS CERTIFICATE.

AMOUNT DUE: \$ 10.00

Max Cleland
MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell
H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



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