

P96000053234

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

TWENTY-THIRD FLOOR
SUITE 2000
1401 EAST HIGHWAY 100
FORT LAUDERDALE, FLORIDA 33301
ROBERT L. MORRIS, JR.
ROBERT L. MORRIS, III
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1401 EAST HIGHWAY 100
SUITE 2000
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (305) 467-1431
TELEFAX (305) 763-8000

June 18, 1996

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-06/20/96--01047--017
***122.50 ***122.50

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of American Diabetic Foundation, Inc.

Gentlemen:

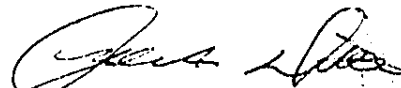
Please find enclosed for filing an original and one copy of the Articles of Incorporation of American Diabetic Foundation, Inc. Also enclosed is a check payable to Florida Secretary of State in the amount of \$122.50 representing \$70 for the filing fee and \$52.50 for a certified copy of the Articles.

Please return the certified copy of the Articles to the undersigned when filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER



Russell A. White

RAW:mt

Enclosures



AUTHORIZATION BY PHONE TO

CORRECT

Prin. Pl. of Bus.

DATE

6/30/96

DOC EXAM

Louis Brown

06/20/96 11:22

ARTICLES OF INCORPORATION
OF
AMERICAN DIABETIC FOUNDATION, INC.

Article I - Name

The name of this corporation is:

AMERICAN DIABETIC FOUNDATION, INC.
1537 E. Hillboro Blvd., Apt. 741
Deerfield Beach, Florida 33441

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 300, 1401 East Broward Boulevard, Fort Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is Russell A. White, Esq.

Article VII - Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name(s) and addresses of the Director(s) are:

<u>Name</u>	<u>Address</u>
Dorothy Feld	- 1537 E. Hillsboro Blvd., Apt. 741 Deerfield Beach, Florida 33441
Richard Feld	- 18037 Golden Spring Court Olnoy, Maryland 20832
Jeffrey Feld	- 8755 Summerville Place Orlando, Florida 32819

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is:

Dorothy Feld, 1537 E. Hillsboro Boulevard, Apartment 741, Deerfield Beach, Florida 33441.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

Article XI - Stock Agreements

The stockholders of this corporation may enter into agreements between themselves regarding their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreements shall be valid, and this corporation may join as a party thereto.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 10th day of June, A. D., 1996.

Dorothy Feld
Dorothy Feld

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AMERICAN DIABETIC FOUNDATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of June, 1996.

Russell A. White
Russell A. White
Registered Agent

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT H. ROGERS, III
JOHN E. MORRIS, JR.
DWIGHT H. ROGERS, JR.
ROBERT M. ZIEGLER
J. PATRICIA WYAL
ROMNEY C. ROGERS
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH

100 VICTORY PARK, NINE
EAST BAYWARD BOULEVARD
SANT LAUD, FLORIDA 33301
TELEPHONE (884) 408-1431
TELECOMEX (884) 763-2698

PA6000053234

December 2, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Certificate of Amendment to Articles of Incorporation of American Diabetic Foundation, Inc.

Gentlemen:

Please find enclosed an original Certificate of Amendment to Articles of Incorporation of American Diabetic Foundation, Inc., which changes the name of the corporation to Diabetes Information and Supply Center, Inc. Also enclosed is my client's check payable to your order in the amount of \$35.00 as the required remittance.

Also enclosed is a copy of the Certificate of Amendment, which I would ask that you time-stamp, then acknowledge receipt of the Amendment and return same to me to reflect your acceptance of the name-change.

Very truly yours,

ROGERS, MORRIS & ZIEGLER

Russell A. White
Russell A. White

APPROVED
AND
FILED
96 DEC -4 PM 1:59
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

RAW:mt
Enclosures

NY
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NC
12-4-96

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION

AMERICAN DIABETIC FOUNDATION, INC., a Florida corporation,
under its corporate seal and the hands of its President and Acting
Secretary, DOROTHY FELD, hereby certifies that:

The Board of Directors and Stockholders of AMERICAN DIABETIC
FOUNDATION, INC., at a special meeting called and held on November
18, 1996, adopted the following resolution:

BE IT RESOLVED by the Board of Directors of
AMERICAN DIABETIC FOUNDATION, INC., that said
Board deems it advisable and hereby declares
it advisable that Article I - Name, of the
Articles of Incorporation be amended, changed
and altered to read as follows:

The name of the Corporation shall be:

DIABETES INFORMATION AND SUPPLY CENTER, INC.

A unanimous vote by all of the Stockholders adopted said
amendment to the Articles of Incorporation, after having been
notified of said meeting pursuant to the Corporation's ByLaws, with
all Stockholders being present at said meeting.

IN WITNESS WHEREOF, said Corporation has caused this
Certificate to be signed by its President and its corporate seal
to be hereunto affixed and attached by its Acting Secretary, this
19th day of November, A. D., 1996.

ATTEST: AMERICAN DIABETIC FOUNDATION, INC.

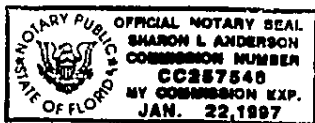
Dorothy Feld
Dorothy Feld, Acting
Secretary

By: Dorothy Feld
Dorothy Feld, President

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to take
acknowledgments, this day personally appeared DOROTHY FELD, as
President and Acting Secretary of AMERICAN DIABETIC FOUNDATION,
INC., a Florida corporation, and she acknowledged before me that
she executed the foregoing Certificate of Amendment as such
officers for and on behalf of said Corporation after having been
duly authorized to do so.

WITNESS my hand and official seal at Deerfield Beach, Broward
County, Florida, this 19th day of November, A. D., 1996.



Sharon L. Anderson
Notary Public

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BROWARD COUNTY