

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

**L12000046476  
FILED 8:00 AM  
April 03, 2012  
Sec. Of State  
kasaly**

**Article I**

The name of the Limited Liability Company is:  
DIABETES CARE & EDUCATION, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:  
13621 NW 12TH STREET  
SUITE 100  
SUNRISE, FL. US 33323

The mailing address of the Limited Liability Company is:  
13621 NW 12TH STREET  
SUITE 100  
SUNRISE, FL. US 33323

**Article III**

The purpose for which this Limited Liability Company is organized is:  
ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The name and Florida street address of the registered agent is:  
F&L CORP.  
ONE INDEPENDENT DRIVE  
SUITE 1300  
JACKSONVILLE, FL. 32202

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: MARTIN A. TRABER, VICE PRESIDENT

## **Article V**

The name and address of managing members/managers are:

Title: MGRM  
UNITED STATES PHARMACEUTICAL GROUP, L.L.C.  
13621 NW 12TH STREET, SUITE 100  
SUNRISE, FL. 33323 US

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Signature of member or an authorized representative of a member

Electronic Signature: ROBERT H. MACE, JR.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.



FOLEY & LARDNER LLP

W12000046476

April 4, 2012

VIA FACSIMILE - (850) 245-6030

ATTORNEYS AT LAW

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CLIENT/MATTER NUMBER  
096212-0101

Florida Department of State

Attn: ~~NANETTE~~ *Karen Seay*

Re: Diabetes Care & Education, LLC - W12000018741

*Karen*  
Dear ~~Nanette~~:

This letter is in response to your notice of today's date regarding Corporate Filing - 600227246566 (Document Number: W12000018741; Entity Name: Diabetes Care & Education, LLC; Tracking Number: 60227246566), a copy of which notice is enclosed together with our original electronic filing. We are legal counsel to Diabetes Care & Education, Inc., a South Carolina corporation qualified to transact business in Florida, and to Diabetes Care & Education, LLC, a to-be-organized Florida limited liability company into which Diabetes Care & Education, Inc., a South Carolina corporation, will be merged in the next several days.

Please note that the principals are the same in both entities. The sole shareholder of Diabetes Care & Education, Inc., a South Carolina corporation qualified to transact business in Florida (Document No. F08000004792) and the sole member of the to-be-organized Florida limited liability company, "Diabetes Care & Education, LLC" are identical, namely United States Pharmaceutical Group, L.L.C., a Delaware limited liability company, and the principal officers of Diabetes Care & Education, Inc. and managers of Diabetes Care & Education, LLC will also be identical, Timothy Fairbanks and Glenn Parker.

Please let me know if this will resolve the conflict problem. Many thanks for your help.

If you have any questions, please do not hesitate to call.

Sincerely,

*Robert H. Mace, Jr.*  
Robert H. Mace, Jr.,  
Senior Paraprofessional III

Enclosures

BOSTON  
BRUSSELS  
CENTURY CITY  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MIAMI  
MILWAUKEE

NEW YORK  
ORLANDO  
SACRAMENTO  
SAN DIEGO  
SAN DIEGO/DEL MAR

SAN FRANCISCO  
SHANGHAI  
SILICON VALLEY  
TALLAHASSEE  
TAMPA

TOKYO  
WASHINGTON, D.C.