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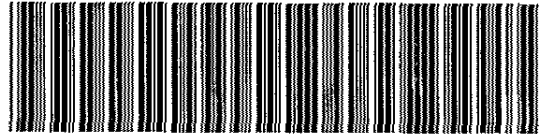
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*Amend & Ret*  
C. Coulllette AUG 30 2005

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August 30, 2005

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

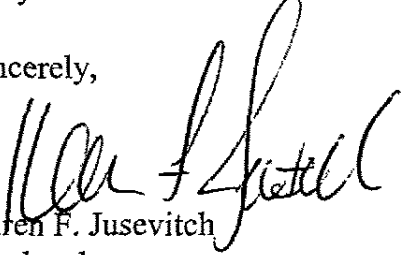
To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fee and a **CERTIFIED COPY** for:

**CURE 4 DIABETES FOUNDATION, INC.**  
**Document Number: N04000010041**

Upon receipt, please date stamp the copy of the letter provided and call me at 577-9090 when the documents are ready. Thank you for your assistance in this matter.

Sincerely,

  
Karen F. Jusevitch  
Paralegal

/kfj  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CURE 4 DIABETES FOUNDATION, INC.**

THE UNDERSIGNED, Linda Menke, President of CURE 4 DIABETES FOUNDATION, INC., a not-for-profit Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is: CURE 4 DIABETES FOUNDATION, INC.

**ARTICLE SECOND:** The amendment to the Articles of Incorporation of the Corporation affected by these Articles of Amendment is that the current Articles of Incorporation are amended and restated in their entirety to provide as set forth herein.

**ARTICLE THIRD:** The amendment and restatement of the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND hereof was duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent, executed on August 23, 2005, in accordance with Section 617.0821 of the Florida Not-For-Profit Corporation Act. The Corporation has no Members.

**ARTICLE FOURTH:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**AMENDED AND RESTATEED  
ARTICLES OF INCORPORATION OF  
CURE FOR DIABETES FOUNDATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be CURE 4 DIABETES FOUNDATION, INC., a Florida not-for-profit corporation.

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## ARTICLE II - PURPOSES

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. The corporation's purposes, include but are not limited to, assisting in funding research for the cure of diabetes along with other charitable purposes. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not make any investments in a manner so as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal Internal Revenue Tax Code.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the

applicable rules and regulations there under; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

This Corporation shall have no Members.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

#### ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) persons nor more than seven (7) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this corporation.

The officers of the corporation shall consist of a President, Secretary and Treasurer, and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

#### ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are serving under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Linda Menke	President
Craig Menke	Secretary/Treasurer

#### ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be five (5), and the names and addresses of the persons who are to serving as directors under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Linda Menke	2524 S. Osprey Avenue Sarasota, Florida 34239
Craig Menke	2524 S. Osprey Avenue Sarasota, Florida 34239
Joseph Schiro, M.D., F.A.C.S.	c/o Gulf Coast Heat & Lung Surgery, P.A. 1921 Waldemere Street, Suite 707 Sarasota, Florida 34239
William North, III, CPA	c/o North & Company 1727 Second Street Sarasota, Florida 34236
Robert Schlytter	c/o Realty Management Consultants, Inc. 4811 South 76 <sup>th</sup> Street, Suite 211 Greenfield, Wisconsin 53220

The number of directors shall be fixed in the By-Laws of this corporation. Directors shall be elected as provided in the By-Laws of this corporation.

#### ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors, at a meeting of the Directors duly called and held in accordance with the Bylaws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, the EDMONTON PROTOCOL MEDICAL RESEARCH PROJECT, if it shall be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code, or if not, to one or more medical research organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, so long as the Corporation complies with Section 507 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

#### ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

2524 S. Osprey Avenue  
Sarasota, Florida 34239

The name of the initial registered agent of this corporation shall be:

Linda Menke



ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The mailing address of this corporation shall be:

2524 S. Osprey Avenue  
Sarasota, Florida 34239

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the Articles of Incorporation:

Frank Menke, III  
2524 S. Osprey Avenue  
Sarasota, Florida 34239

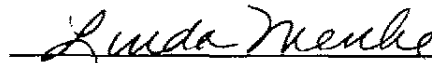
IN WITNESS WHEREOF, the undersigned, LINDA MENKE, President of the Corporation, has hereunto set his hand to these Amended and Restated Articles of Incorporation this 23<sup>rd</sup> day of August 2005.

  
Linda Menke, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of CURE 4 DIABETES FOUNDATION, INC., I hereby accept and agree to act in this capacity.

Dated: August 23, 2005.

  
Linda Menke