

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-225-0901
904-225-0901 FAX

00-344-808



networks

1201 HAYS STREET
TALLAHASSEE, FL 32301

ACCOUNT NO. 07210001003

REFERENCE : 760744 1024A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : December 9, 1995

ORDER TIME : 9:09 AM

ORDER NO. : 760744

CUSTOMER NO: 1024A

CUSTOMER: Michael L. Duffy, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

9000001650493
12/11/95--01027--003
***122.50 ***122.50

DOMESTIC FILING

NAME: DIABETIC AID FOUNDATION, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

636
T. BROWN

JAN - 8 1996

SAS
12/11/95

1789, 611, 671

FILED
95 DEC 11 PM 3 04
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1995

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: DIABETIC AID FOUNDATION, INC.
Ref. Number: W95000024148

We have received your document for DIABETIC AID FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 595A00053602

95 DEC 21 PM 1:29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1995

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: DIABETIC AID FOUNDATION, INC.
Ref. Number: W95000024148

ASUB

We have received your document for DIABETIC AID FOUNDATION, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 595A00053602

RECEIVED
96 JAN -4 PM 12:18
DIVISION OF CORPORATION

*Please
Use original
Date of Dec. 14.95*



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

RECEIVED

JAN 5 PM 4:16
DIVISION OF CORPORATION

MSub

January 5, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DIABETIC AID FOUNDATION, INC.
Ref. Number: W95000024148

We have received your document for DIABETIC AID FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 296A00000597

**ARTICLES OF INCORPORATION
OF
DIABETIC AID FOUNDATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
95 DEC 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED PERSONS, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, 1993, hereby make, subscribe and acknowledge these Articles of Incorporation.

ARTICLE I

The name of the corporation is **DIABETIC AID FOUNDATION, INC.**

ARTICLE II

(a) The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent federal tax laws and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the By-Laws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(d) The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Notwithstanding any other provision of this certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and

its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

The corporation's principal address, mailing address is :

35 Grand Bay Circle
Juno Beach, Florida 33408

ARTICLE IV

Membership in the corporation shall be regulated by the provisions of the By-Laws. The subscribers to the Articles of Incorporation shall be the initial members of the corporation.

ARTICLE V

The term for which the corporation is to exist shall be perpetual unless terminated sooner by the members pursuant to the By-Laws.

ARTICLE VI

The name and address of the subscriber of these Articles is:

ANNE ESKELINEN
35 Grand Bay Circle
Juno Beach, Florida 33408

ARTICLE VII

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer and such other officers as the By-Laws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

ARTICLE VIII

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and By-Laws are:

ANNE ESKELINEN - President
ANNE ESKELINEN - Vice President
ANNE ESKELINEN - Secretary
ANNE ESKELINEN - Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The By-Laws of the corporation may provide for the

office of Chairman of the Board. The Chairman of the Board shall have such duties as are assigned by the By-Laws and the Board of Directors.

ARTICLE IX

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the By-Laws; however, the Board shall always consist of at least three (3) individuals. The names and addresses of the persons who are to serve as Directors until the first election are:

ANNE ESKELINEN
35 Grand Bay Circle
Juno Beach, Florida 33408

MICHAEL HUEY
35 Grand Bay Circle
Juno Beach, Florida 33408

HARRY CROSSETT
16087 E. Prestwich Drive
Loxahatchee, Florida 33470

Thereafter, the Board of Directors shall be elected as provided in the By-Laws. Vacancies in the initial Board of Directors shall be filled by a majority, even though less than a quorum of the Board of Directors.

ARTICLE X

The initial By-Laws of the corporation shall be made and adopted by the initial Board of Directors. The By-Laws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed

competent to consider or amend, alter, rescind or add to the By-Laws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the By-Laws to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the By-Laws may be made only by a two-thirds (2/3) vote of Board of Directors of the corporation.

ARTICLE XI

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation may be made only by a two-thirds (2/3) vote of the Board of Directors of the corporation.

ARTICLE XII

Members of the initial Board of Directors need not be members of the corporation.

ARTICLE XIII

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have nor provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or director.

ARTICLE XIV

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful By-Laws of the corporation, as may be amended from time to time.

 (SEAL)
ANNE ESKELINEN

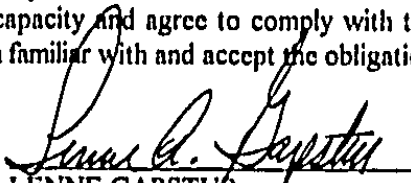
DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation shall be LENNE GAPSTUR, 321 Royal Poinciann Plaza, Palm Beach, Florida 33480.

Acceptance


Having been named registered agent to accept service of process for the above-named Florida not for profit corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, 1993, and I am familiar with and accept the obligation of my position as registered agent..

12-14-95
Date


LENNE GAPSTUR

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation for DIABETIC AID FOUNDATION, a Florida not for profit corporation, were acknowledged before me this 14th day of December 1995 by LENNE GAPSTUR who is personally known to me or has shown _____ as identification.


Notary Public

(NOTARIAL SEAL)



FILED
95 DEC 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96 000000115



PRESTIGE FIDELITY
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 959850 4327828

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 20, 1996

ORDER TIME : 1:58 PM

ORDER NO. : 959850

CUSTOMER NO: 4327828

CUSTOMER: Michael L. Duffy, Esq
Alley, Maass, Rogers &
321 Royal Poincianna Pl.

Palm Beach, FL 33480

3000001830983
-05/21/96--01004--005
****35.00 ****35.00

FILED
MAY 20 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: DIABETIC AID FOUNDATION, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

96 MAY 20 PM 2:43
DIVISION OF CORPORATIONS

NC
DLE
5/22



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

CSC NETWORKS
DANIEL W. LEGGETT
TALLAHASSEE, FL 32301

SUBJECT: DIABETIC AID FOUNDATION, INC.
Ref. Number: N96000000115

RESUBMIT

Please give original
submission date as file date.

We have received your document for DIABETIC AID FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are **MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are **NO MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 696A0002499

RECEIVED
96 MAY 22 AM 11:11
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DIABETIC FOUNDATION OF AMERICA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
96 MAY 20 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1001, 617.1002, and 617.1006 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Diabetic Foundation of America, Inc. (the "Corporation").

2. The following amendment of the Articles of Incorporation was adopted by the Board of Directors of the Corporation, by a written action pursuant to the provisions of Section 617.1002(1)(a), Florida Statutes.

"The name of the Florida not-for-profit corporation shall be changed from 'Diabetic Aid Foundation, Inc.' to 'Diabetic Foundation of America, Inc.' "

3. This amendment was adopted at a meeting of the Board of Directors on the 10th day of May, 1996.

4. There are no members entitled to vote.

Diabetic Foundation of America, Inc.



By: Anne M. Eskelinen
Its: President