

PD1000 122026

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

1-1-02

300004700953--2

-11/30/01--01074--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT:

C & S Diabetic Supply Comp.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Andres F. Verney

Name (Printed or typed)

1035 CROSS CUT WAY

Address

LONGWOOD, FL, 32750

City, State & Zip

(407) 595-8861

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 28 AM 11:17

FILED

NOTE: Please provide the original and one copy of the articles.

D. WHITE DEC 28 2001

5

12/4/01 -  
No answer

12/28/01 - L/message

W0127572



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 4, 2001

ANDRES F. VERNEY  
1035 CROSS CUT WAY  
LONGWOOD, FL 32750

SUBJECT: C & S DIABETIC SUPPLY COMP.  
Ref. Number: W01000027572

We have received your document for C & S DIABETIC SUPPLY COMP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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 (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 101A00064092

EFFECTIVE DATE

1-1-02

ARTICLES OF INCORPORATION  
OF  
*C&S DIABETIC SUPPLY COMP.*

FILED

01 DEC 28 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of FLORIDA, does hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation is C&S DIABETIC SUPPLY COMP.

Principal address: 1035 Cross Cut Way, Longwood, FL 32750

ARTICLE II - REGISTERED AGENT

The name of its registered agent and the address of its registered office in the state of [state] is:

Registered Agent

ANDRES F. VERNEY

Registered Office

1035 CROSS CUT WAY, LONGWOOD, FL, 32750  
SEMINOLE COUNTY

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of FLORIDA.

ARTICLE IV - SHARES

The total number of shares of stock which the Corporation shall have authority to issue is ONE THOUSAND (1000) shares of common stock, par value \$1.00 per share.

ARTICLE V - INCORPORATOR

The name and mailing address of the incorporator of the Corporation is:

ANDRES F. VERNEY: 1035 CROSS CUT WAY, LONGWOOD, FL, 32750

ARTICLE VI - INITIAL DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The initial board of directors shall consist of one (1) director who shall serve until the first annual meeting of stockholders and the election and qualification of the successors. The name and address of the person who shall serve as the initial director is:

ANDRES F. VERNEY: 1035 CROSS CUT WAY, LONGWOOD, FL, 32750

Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the board shall consist of the number of directors constituting the initial board of directors.

## **ARTICLE VII - BOARD OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by the laws of the State of FLORIDA, the Board of Directors is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal and bylaw made by the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

## **ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for conduct as a director or for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of FLORIDA as the same exists or may hereafter be amended. Any amendment, repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

## **ARTICLE IX - AMENDMENTS**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of FLORIDA at the time in force may be added or inserted, in the manner now or hereafter prescribed by statute, and all rights, preferences and privileges of whatsoever nature conferred upon the stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

## **ARTICLE X - PREEMPTIVE RIGHTS**

The stockholders of this Corporation have no preemptive rights to acquire additional shares of this Corporation.


## **ARTICLE XI - CUMULATIVE VOTING**

Stockholders entitled to vote at any election of directors are entitled to cumulate votes by multiplying the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

## **ARTICLE XII - INCORPORATION EFFECTIVE DATE**

The Certificate of Incorporation will take effect on 12:01 am on 01 January, 2002.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of FLORIDA, does make this Certificate, hereby declaring and certifying that this is his/her act and deed and the facts herein stated are true, and, accordingly, have hereunto set his/her hand this 26 day of NOVEMBER, 2001.

  
ANDRES F. VERNEY  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

C & S DIABETIC SUPPLY CORP.

2. The name and address of the registered agent and office is:

Andres F. Verney  
(Name)

1035 Cross Cut Way  
(P.O. Box NOT acceptable)

Longwood / FL / 32750  
(City/State/Zip)

01 DEC 28 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*Having been named as registered agent and to accept service of process for the above stated corporation 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.*

Andres F. Verney  
Signature

12/05/01  
Date