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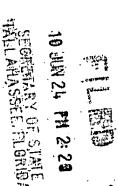
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JUN 2 4 2010

**EXAMINER** 

# **COVER LETTER**

**TO:** Amendment Section Division of Corporations

NAME OF COR	PORATION: PI	PRIORITY DIABETES SUPPLY, INC.	
DOCUMENT NUMBER:		P08000016168;	
The enclosed Arti	icles of Amendment and fee	are submitted for filing.	
Please return all c	orrespondence concerning t	his matter to the following:	
•			•
		William Lanni	
		Name of Contact Person	•
•			
	Dei a e	ty Diabataa Cymply Inc	·
	Prior	ity Diabetes Supply, Inc. Firm/ Company	
		rinn/ Company	
	185 F	Indiantown Rd., Suite 110 .	
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		lunitar El 20477	r
* * * * * * * * * * * * * * * * * * * *		Jupiter, FL 33477 City/ State and Zip Code	
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	E-mail address: (to be u	sed for future annual report notification)	·
<b>:</b>			
For further inform	nation concerning this matte	r. please call:	·
		•	٠.
· .	William Lanni	ar (	3-2390
Nam	e of Contact Person	Area Code & Daytime Tele	phone Number .
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Enclosed is a chec	ck for the following amount	made payable to the Florida Departi	ilent of State.
✓ \$35 Filing Fee	■\$43.75 Filing Fee &	☐ \$43.75 Filing Fee &	□ \$52.50 Filing Fee
	Certificate of Status	Certified Copy	* Certificate of Status
•	•	(Additional copy is enclosed)	Certified Copy (Additional Copy is enclosed)
•			
Mailing Address		Street Address	:
Amendment Section		Amendment Section	:
Division of Corporations		Division of Corporations	!
P.O. Box 6327		Clifton Building	;
Tallahassee, FL 32314		2661 Executive Center Circle	4
		Tallahassee, FL 32301	

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PRIORITY DIABETES SUPPLY, INC.



Pursuant to the Florida Business Corporation Act (the "Act"), PRIORITY DIABETES SUPPLY, INC., a Florida profit corporation (the "Corporation"), certifies that:

- 1. The amendments set forth herein were duly recommended and approved by the Board of Directors and approved by a majority of the shareholders on January 1, 2010.
- The original Articles of Incorporation of the Corporation were filed on February 13, 2008.
- 3. Pursuant to Sections 607.1006 and 607.1007 of the Act, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

### ARTICLE I. NAME

The name of the corporation shall be Priority Diabetes Supply, Inc.

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III. CAPITAL STOCK

The number of shares that the Company is authorized to issue is Five Hundred Thousand (500,000).

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

### ARTICLE IV. INDEMNIFICATION

- A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.
- B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.
- C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.
- D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.
- E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.
- F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

### ARTICLE V. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

## **ARTICLE VI. DEFINITIONS**

"Articles of Incorporation" means these Articles of Incorporation, as amended from time to time.

"Board of Directors" means the Corporation's duly elected or appointed Board of Directors.

[The rest of this page is deliberately left blank; the next page is the signature page.]

IN WITNESS WHEREOF, the undersigned Director of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation this First day of January, 2010.

Priority Diabetes Supply, Inc.

By: USC

William Lanni, Director

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