

P95000030742

(Requestor's Name)

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE • SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

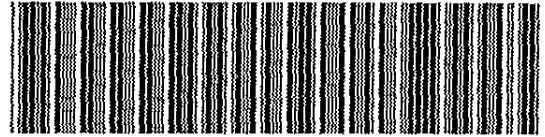
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SECRETARY OF STATE
TALLAHASSEE, FLA.

merger

T. Lewis 11/20/02

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE - SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

FAX (561) 655-5551
FOUNDED 1893

BOCA RATON, FLORIDA

MIAMI, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

Brian J. Cooke, Esq.
BJCooke@arnstein.com

November 18, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Thelma Lewis

Re: Articles of Merger of Diabetes Providers, Inc.

Ladies and Gentlemen:

Please find enclosed additional check in the sum of \$35.00 regarding the Articles of Merger of Diabetes Providers, Inc. that was requested by your representative this date.

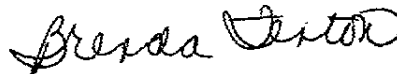
Please return all correspondence concerning this matter to the following:

Brian J. Cooke, Esq.
Arnstein & Lehr
515 N. Flagler Drive, Ste. 600
West Palm Beach, FL 33401

For further information concerning this matter, please call:

Brenda Fenton at (561) 833-9800.

Very truly yours,



Brenda Fenton

/bf
Enclosures

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE - SUITE 600
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(561) 833-9800

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BOCA RATON, FLORIDA

MIAMI, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

November 6, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Diabetes Providers, Inc.

Ladies and Gentlemen:

Please find enclosed original and one (1) copy of Articles of Merger along with a law firm check in the sum of \$35.00 which are being submitted for filing.

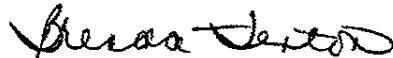
Please return all correspondence concerning this matter to the following:

Brian J. Cooke, Esq.
Arnstein & Lehr
515 N. Flagler Drive, Ste. 600
West Palm Beach, FL 33401

For further information concerning this matter, please call:

Brenda Fenton at (561) 833-9800.

Very truly yours,



Brenda Fenton

/bf
Enclosures

135307_1

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DIABETES SERVICES, INC., a Florida entity, P02000114156

INTO

DIABETES PROVIDERS, INC., a Florida entity, P95000030742.

File date: November 20, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Diabetes Providers, Inc.</u>	<u>Palm Beach County, FL</u>	<u>P95000030742</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Diabetes Services, Inc.</u>	<u>Palm Beach County, FL</u>	<u>P02000114156</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 28, 2002.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 28, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

02 NOV 20 PM 4:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

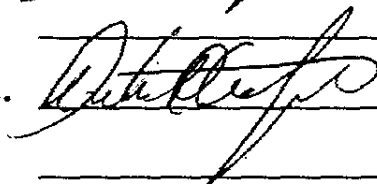
Typed or Printed Name of Individual & Title

Diabetes Providers, Inc.



Andrew D'Onofrio, President

Diabetes Services, Inc.



Andrew D'Onofrio, President

PLAN OF MERGER

The following Plan of Merger is submitted with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Diabetes Providers, Inc.	Palm Beach County, Florida

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Diabetes Services, Inc.	Palm Beach County, Florida

THIRD: The terms and conditions of the merger are as follows:

A. Upon the effective date of the merger, the separate existence of Diabetes Services, Inc. shall cease and Diabetes Providers, Inc. shall become the owner, without other transfer, of all rights and properties of Diabetes Services, Inc. and Diabetes Providers, Inc. shall become subject to the debts and liabilities of Diabetes Services, Inc. in the same manner as if Diabetes Providers, Inc. had incurred them.

B. Upon the effective date of the merger the Articles of Incorporation and By-laws of Diabetes Providers, Inc. shall become the Articles of Incorporation and By-laws of the surviving entity.

C. The names and addresses of the persons who shall constitute the surviving corporation's Board of Directors upon the effective date of the merger are: Andrew D'Onofrio,

D. The surviving corporation shall pay all expense of the merger.

FOURTH: This is a statutory merger. There is no exchange of stock. Diabetes Services, Inc.'s common shares will be canceled of record on the effective date of the merger. Diabetes Providers, Inc.'s Shareholders and their percentage ownership in Diabetes Providers, Inc. will remain the same following the merger.

FIFTH: This merger shall become effective on the filing of the Articles of Merger with Florida's Secretary of State.