

P95000242960

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

May 24, 1995

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID A. CHENKIN
JASON E. PERLMAN

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: New Filing Section

RE: ROCK CITY, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

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-05/26/95--01063--008
****122.50 ****122.50

Total Due \$122.50

I have also enclosed a copy of the Name Reservation my client filed in March of 1995.

Please file the enclosed Articles of Incorporation and provide a certified copy to the undersigned as soon as possible and I thank you in advance for your prompt attention to this matter.

Sincerely,

FRANK, EFFMAN & WEINBERG, P.A.

Steven A. Weinberg
Steven A. Weinberg,
for the Firm

SAW/km

I authorize RON RUDDERMAN's use of the name ROCK CITY, INC. in the formation of a new Corporation.

David A. Chenkin
DAVID A. CHENKIN

5/24/95
Date

8000 PETERS ROAD • PLANTATION, FL 33324
BROWARD (305) 474-8000 • FAX (305) 474-9850

ARTICLES OF INCORPORATION
OF
ROCK CITY, INC.

95 MAY 26 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The Name of the Corporation is:

ROCK CITY, INC.

ADDRESS: c/o 8000 Peters Road
Plantation, Florida 33324

ARTICLE II - PURPOSE

(a) To own and operate an indoor rock climbing business,
and

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the Laws of the State of Florida.

ARTICLE III - DURATION

This Corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares, which are divided into two classes as follows:

A. 20,000,000 shares of common stock, par value \$.001 per share; and

B. 5,000,000 shares of preferred stock, par value \$.001 per share of which 600,000 shares have been denominated as "Convertible Preferred Stock" of which the preferences and relative; participating, optional or other specific rights and the qualifications, limitations or restrictions thereof shall be as follows:

1. Dividends on Convertible Preferred Stock.

(a) Except as hereinafter provided, the holders of the Convertible Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors out of funds for the Company legally available therefor.

2. Conversion on Convertible Preferred Stock into Common Stock.

(a) Subject to redemption by the Company as hereinafter described, the holder of record of any share or shares of Convertible Preferred Stock shall have the right, at his option, at anytime, to convert each said share or shares of Convertible Preferred Stock into one (1) fully paid and non-assessable share of the Company's common stock, par value \$.001 per share ("Common Stock").

(b) Any holder of a share or shares of Convertible Preferred Stock desiring to convert such Convertible Preferred Stock into Common Stock shall surrender the certificate or certificates representing the share or shares of Convertible Preferred Stock to be so converted, duly endorsed to the Company or in blank, at the principal office of the Company (or such other place as may be designated by the Company) and shall give written notice to the Company at said office that the holder elects to convert same, setting forth the name or names (with the address or addresses) in which the shares of Common Stock are to be issued. Shares of the Convertible Preferred Stock shall be deemed to have been converted as of the close of business on the date the Company shall receive the written notice of conversion, together with the duly executed certificate and payment in full of transfer tax, if applicable, and the rights of the holders of such Convertible Preferred Stock shall cease at such time, and the person or persons in whose name or names the certificates for such shares are to be issued shall be treated for all purposes as having become the record holder or holders of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Company shall be closed shall constitute the person or persons in whose name or names the certificates for such shares to be issued as the record holder or holders thereof for all purposes at the close of business on the next succeeding date on which such stock transfer books are open.

(c) Conversion of the Convertible Preferred Stock shall be subject to the following additional terms and provisions:

(i) As promptly as practicable after the surrender for conversion of any certificate or certificate representing Convertible Preferred Stock, the Company shall deliver or cause to be delivered at the principal office of the Company (or such other place as may be designated by the Company) to or upon the written order of the holder of such Convertible Preferred Stock,

certificates representing the shares of Common Stock issuable upon the conversion, issued in such name or names as such holder may direct.

(ii) The Company shall not be required to issue any fractions of shares of Common Stock or script upon the conversion of Convertible Preferred Stock. If more than one share of Convertible Preferred Stock shall be surrendered for conversion at any time by the holder, the number of full shares of Common Stock which shall be issuable upon conversion of such Convertible Preferred Stock shall be computed on the basis of the aggregate number of shares of Convertible Preferred Stock so surrendered. If any interest in a fractional share of Common Stock would otherwise be delivered upon the conversion of any Convertible Preferred Stock, the Company shall make adjustment for such fractional share of interest by payment of an amount in cash equal to the same fraction of the market value of a full share of Common Stock of the Company. For such purpose, the market value of a share of Common Stock shall be the prevailing market value of the Common Stock on any securities exchange or in the open market, as determined by the Company, which determination shall be conclusive.

(iii) In the event that the Company shall at any time subdivide or combine in a greater or lesser number of outstanding shares of Common Stock, the number of shares of Common Stock issuable upon conversion of the Convertible Preferred Stock shall be proportionately increased in the case of subdivision or decreased in the case of combination, effective in either case at the close of business on the date when such subdivision or combination shall become effective.

(iv) In the event that the Company shall be recapitalized, consolidated or merged into any other corporation, or shall sell or convey to any corporation all or substantially all of its property as an entity, provisions shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance or that any holder of the Convertible Preferred Stock may thereafter receive in lieu of Common Stock otherwise issuable to him upon his conversion of Convertible Preferred Stock, and at the same conversion ratio stated in this Paragraph, the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Company.

(v) Such adjustment shall be made successively if more than one event listed in subdivision (iii) and (iv) of this subparagraph (c) of this Paragraph 2 shall occur.

(vi) No adjustment of the conversion ratio shall be made by reason of:

(A) the payment of any cash or Common Stock dividend on the Common Stock or any other classes of capital stock of the Company; or

(B) the purchase, acquisition, redemption or retirement by the Company of any shares of Common Stock or any other class of capital stock of the Company, except as provided in subdivision (iii) of this subparagraph (c); or

(C) the issuance other than as provided in subdivision (iii) and (iv) of this subparagraph (c) of any shares of Common Stock of the Company or of any securities convertible into shares of Common Stock or other securities of the Company, or any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Company, or of any other securities of the Company, provided that in the event the Company offers any of its securities or any rights, warrants or options to subscribe for or purchase any of its securities, to holders of its Common Stock pursuant to any preemptive or preferential rights granted to holders of Common Stock by the Certificate of Incorporation of the Company, as may be amended, or pursuant to any similar rights that may be granted to such holders of Common Stock by the Board of Directors of the Company, then the Company shall mail written notice of such offer to holders of the Convertible Preferred Stock then of record at least twenty (20) days prior to the record date set for such determination of holders of the Common Stock entitled to receive any such offer; or

(D) Any offer by the Company to redeem or acquire shares of the Common Stock by paying or exchanging therefore stock of another corporation the carrying out by the Company of the transactions contemplated by such offer, provided that at least twenty (20) days prior to the expiration of any such offer the Company shall mail written notice of such offer to the holders of the Convertible Preferred Stock then of record.

(d) If the Company sells or otherwise disposes of all or substantially all of its assets other than in the ordinary course of business or if the Company merges into another corporation and the Company is not the surviving corporation, the Company shall give holders of Convertible Preferred Stock not less than thirty (30) days prior written notice of such sale, disposition or merger, during which time the holder of the Preferred Convertible Stock may convert said holdings into the Company's Common Stock.

(e) The Company shall at all times reserve and keep available solely for the purpose of issue upon conversion of the Convertible Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Convertible Preferred Stock.

(f) The issuance of certificate for shares of Common Stock upon conversion of the Convertible Preferred Stock shall be made without charge for any tax in respect to such issuance. However, if any certificate is to be issued in its name other than that of the holder of record of the Convertible Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Company the amount of tax which may be payable in

respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Company that such tax has been paid or is not due and payable.

3. Redemption of Convertible Preferred Stock.

(a) The Convertible Preferred Stock shall be redeemed if, within one hundred twenty (120) days following the fifth (5th) anniversary of the closing of that certain Private Placement by the Company dated _____, 1995 ("Closing Date"), there is an election by seventy-five (75%) percent of the holders of the then issued and outstanding Convertible Preferred Stock causing the Company to redeem all then issued and outstanding Convertible Preferred Stock at a price per share equivalent to an internal rate of return, as determined by generally accepted accounting principals, of fifteen (15%) percent upon each such share of Convertible Preferred Stock.

(b) Not less than ten (10) nor more than sixty (60) days prior to the date fixed for redemption of the Convertible Preferred Stock or any part thereof, a notice specifying the time and place thereof shall be given by mail to the holders of record of the shares of Convertible Preferred Stock of the mandatory redemption at the respective addresses as the same shall appear on the stock records of the Company, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceeding for redemption. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. Upon such redemption date, or such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Company shall default on the payment of the redemption price as set forth in such notice) the holders of the shares of Convertible Preferred Stock and to whom notice has been duly given shall cease to be stockholders with respect to such shares and shall have no interest in or claim against the Company by virtue thereof and shall have no rights with respect to such shares except the right to convert such shares within the time hereinabove set forth and except the right to receive the monies payable upon such redemption from the Company or otherwise, without interest thereon, upon surrender and endorsement, if required by the Company, of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding. Upon redemption or conversion of the Convertible Preferred Stock in the manner set out herein, or upon purchase of Convertible Preferred Stock by the Company, the Convertible Preferred Stock so acquired by the Company shall be cancelable and shall not be reissued. After giving any notice of redemption and prior to the close of business on the date prior to the redemption date. As hereinbefore provided, the holders of the Convertible Preferred Stock so called for redemption may convert such stock into Common Stock of the Company in accordance with the conversion privileges set forth in Paragraph 2 hereof.

4. Voting Rights. The holders of the Convertible Preferred Stock shall be entitled to cast one (1) vote for each share held of record on all matters presents to Shareholders. The holders of shares of Convertible Preferred Stock do not possess cumulative voting rights.

5. Priority of Convertible Preferred Stock in the Event of a Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or otherwise, after payment or provision for payment of debts and the liabilities of the Company, the holders of Convertible Preferred Stock shall be entitled to receive, out of the net assets of the Company, an amount equivalent to an internal rate of return, as determined by generally accepted accounting principles, of fifteen (15%) percent upon each share of Convertible Preferred Stock, before any distribution shall be made to the holders of any class of Common Stock of the Company.

C. The remaining authorized preferred stock which has not been designated may be created and issued, from time to time, with such designations, preferences, conversion rights, including voting rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V - 1244 STOCK

The Capital Stock of the Corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 8000 Peters Road, Plantation, Florida 33324, and the name of the initial Registered Agent of this Corporation at that address is STEVEN A. WEINBERG. However, this Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries as may be necessary or convenient.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than 1.

The name and post office address of the first Board of Directors who, being subject to the provisions of the Articles of Incorporation, the by-laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are selected and have been qualified, are as follows:

NAME

ADDRESS

RONALD RUDDERMAN

c/o 8000 Peters Road
Plantation, Fl. 33324

ARTICLE VIII - INCORPORATOR(S)

The names and post office addresses of each subscriber and incorporator of these Articles of Incorporation are:

NAME

ADDRESS

RONALD RUDDERMAN

c/o 8000 Peters Road
Plantation, Fl. 33324

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Shareholders.

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE XI - TRANSACTIONS WITH
DIRECTORS AND OFFICERS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by

reason of the fact that any director or directors or officer or officers of this Corporation, is a party or are parties to, or interest in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer, directors, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - MISCELLANEOUS

- (a) The Corporation shall have the further right and power

from time to time to determine whether and to what extent and to what time and place and under what conditions and regulations the accounts and books of this Corporation (other than the Stock Book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this Corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the Corporation (subject to the provisions of the statutes) outside the State of Florida, at such place as may from time to time be designated by the Board of Directors.

(c) The Corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

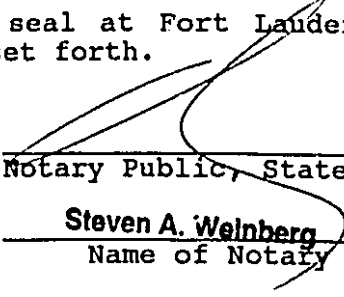
WE, the undersigned, being each and all of the original subscribers to Capital Stock hereinabove named for the purpose of forming a Corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this 24th day of May, 1995.


RONALD RUDDERMAN

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

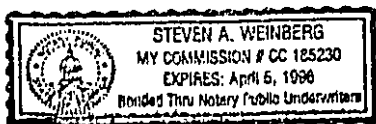
BEFORE ME, the undersigned authority, personally appeared RONALD RUDDERMAN, who after being by me first duly cautioned and sworn, upon his respective oath deposes and says that he is a party to the foregoing Articles of Incorporation and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out, and is personally known to me or produced a Florida Drivers License as identification.

WITNESS my hand and seal at Fort Lauderdale, Florida, the day and date first above set forth.


Notary Public, State of Florida

My commission expires:


Steven A. Weinberg
Name of Notary Public



Certificate designating place of business or domicile for the Service of Process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

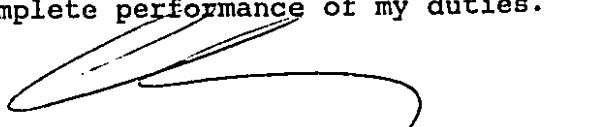
That ROCK CITY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o 8000 Peters Road, Plantation, Florida 33324, and has named STEVEN A. WEINBERG, located at 8000 Peters Road, Plantation, Florida 33324 to accept Service of Process within Florida.


RONALD RUDDERMAN

TITLE: Incorporator

DATE: May 24th, 1995

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.


(Registered Agent)
DATE: May 24th, 1995

FILED
95 MAY 26 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

P95000042960

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
JASON E. PERLMAN

March 4, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: AMENDMENT SECTION

RE: ROCK CITY, INC.

Dear Sir/Madam:

Enclosed herewith please find my client's check in the amount of \$35.00 to file the enclosed Amendment to change the Corporate Name and purpose of Rock City, Inc. to Diabetic Medical Supply, Inc.

Please process this Amendment and provide proof of filing upon completion and thank you for your cooperation and assistance in this matter.

Sincerely,

FRANK, EFFMAN & WEINBERG, P.A.

Steven A. Weinberg/km

Steven A. Weinberg,
for the Firm

SAW/km

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 AM 8:20

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APR 12 1996

ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 AM 8:20

ROCK CITY, INC.

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. The name of the Corporation shall be amended to read:

DIABETIC MEDICAL SUPPLY, INC.

2. ARTICLE II, PURPOSE, specifically Paragraph (a) shall be deleted in its entirety. All other provisions of Article II, PURPOSE, remain in full force and effect.

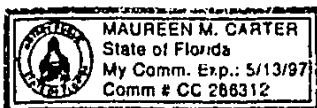
The undersigned, being the President of ROCK CITY, INC., hereby certifies that the foregoing Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 26th day of February, 1996.

ROCK CITY, INC.

BY: [Signature]
RONALD RUDDERMAN, President

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing Articles of Amendment were acknowledged before me this 26th day of February, 1996 by RONALD RUDDERMAN, President of the Corporation, who is personally known to me, or produced a Florida Drivers License as identification.



[Signature]
Notary Public

My commission expires: 5-13-97

MAUREEN M. CARTER
Name of Notary Public

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

8000 PETERS ROAD • PLANTATION, FL 33324