

P95000048959

Jim Scutti, P.A.
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980 North Federal Highway, Suite 434
Boca Raton, Florida 33432

Jim Scutti
Florida Bar Designated
Securities Law

Telephone
(407) 750-1391
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(407) 347-0828

June 12, 1995

Secretary of State
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

900001516949
-06/20/95--01021--003
****122.50 ****122.50

Re: Diabetic Supply Associates, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

Jim Scutti
Jim Scutti
For the Firm

JS/ig
enclosures
cc: Anne Eskelinen, Diabetic Supply Associates, Inc.

FILED
95 JUN 19 AM 7:53
TALLAHASSEE, FLORIDA

JS
6/22/95

ARTICLES OF INCORPORATION
OF
DIABETIC SUPPLY ASSOCIATES, INC.

FILED
95 JUN 19 PM 7:53
DATE
CLERK

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is .

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 1216 U.S. Highway 1, Suite D, North Palm Beach, Florida 33408.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 25,000,000, which are to be divided into two classes as follows:

- (a) 20,000,000 shares of common stock having a par value of \$.001 per share; and
- (b) 5,000,000 shares of preferred stock having a par value of \$.001 per share. The preferred stock may be issued from time to time, with such designations, preferences, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock adopted by the Board of Directors pursuant to the authority given in this paragraph.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Anne Eskelinen, 1216 U.S. Highway 1, Suite D, North Palm Beach, Florida 33408.

Article V - Incorporator

The name and address of the Incorporator is:

Anne Eskelinen
1216 U.S.Highway 1, Suite D
North Palm Beach, Florida 33408

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial director is Anne Eskelinen, 1216 U.S.Highway 1, Suite D, North Palm Beach, Florida.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

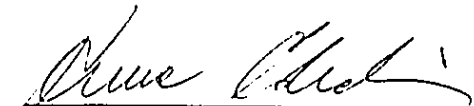
Article XII - Amendment

The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Board of Directors by a majority vote.

Article XIII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16 day of May 1995.



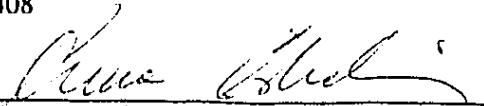
Anne Eskelinen, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Diabetic Supply Associates, Inc.
2. The name and address of the registered agent is:

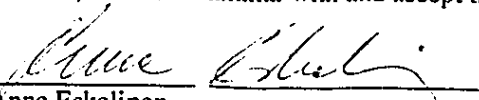
Anne Eskelinen
1216 U.S. Highway 1, Suite D
North Palm Beach, Florida 33408


Anne Eskelinen

Title: Incorporator

Date: May 4th, 1995

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.


Anne Eskelinen

Title: Registered Agent

Date: May 4th, 1995

FILED
JUN 1 1995
7:53

P95000048959

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 383
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE

MARILYN SCHAPPERT, CLA
CERTIFIED LEGAL ASSISTANT

TELEPHONE (561) 392-0001
FAX (561) 750-1282

February 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

400002102244--3
-03/03/97--01052--008
*****87.50 *****87.50

Re: First Amendment to Articles of Incorporation
Diabetic Supply Associates, Inc.

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the First Amendment to the Articles of Incorporation regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$87.50 representing the following fees:

Receiving, filing and indexing Second Amendment to the Articles of Incorporation	\$35.00
Certified copy of Articles of Incorporation	<u>\$52.50</u>
TOTAL	\$87.50

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappert, CLA
Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Anne Eskelinen

m\60

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR -3 AM 10:24

MAR 5 1997

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**FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION OF
DIABETIC SUPPLY ASSOCIATES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 10:24

1. The name of the corporation is Diabetic Supply Associates, Inc. (the "Corporation") and was incorporated on June 19, 1995 under document number P95000048959.

2. Article III of the Articles of Incorporation is amended in its entirety to read as follows:

This corporation is authorized to issue 20,000,000 shares of \$.001 par value common stock.

3. The foregoing amendment was unanimously adopted by the sole Director and Shareholder pursuant to the written consent of the Corporation on February 25, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has signed this First Amendment to the Articles of Incorporation this 25 day of February, 1997.

Diabetic Supply Associates, Inc.

By: _____

Anne Eskelinen, President

STATE OF FLORIDA

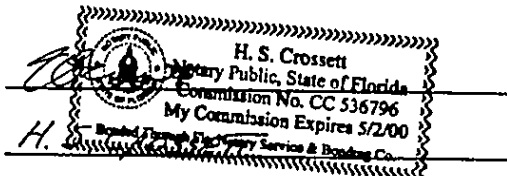
COUNTY OF PALM BEACH

This instrument was acknowledged before me this 25 day of February, 1997, by Anne Eskelinen, as President of Diabetic Supply Associates, Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign _____

print H. S. Crossett



Personally Known ☒ OR Produced Identification _____

Type of Identification Produced:

My Commission Expires: 5/2/00