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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## BASIC AMENDMENT

## NATIONAL DIABETIC ASSISTANCE CORP.

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*Restated  
Articles  
KAC  
61029*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 28, 1999

NATIONAL DIABETIC ASSISTANCE CORP.  
5100 W. COPANS RD  
STE 710  
MARGATE, FL 33063

SUBJECT: NATIONAL DIABETIC ASSISTANCE CORP.  
REF: P96000006556

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We have received two pages with Articles VII - X. We need one complete page containing Articles VII - X with Perry Ferlise signing as Chief Executive Officer.

Please return 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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000027145  
Letter Number: 499A00051962

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 28, 1999

NATIONAL DIABETIC ASSISTANCE CORP.  
5100 W. COPANS RD  
STE 710  
MARGATE, FL 33063

SUBJECT: NATIONAL DIABETIC ASSISTANCE CORP.  
REF: P96000006556

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The Articles of Incorporation were filed on 01-22-96 with the Secretary of State. Please correct #2 of your document accordingly.

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 for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000027145  
Letter Number: 099A00051814

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

10/27/99 16:55 31 305 523 1952 ATLAS / PEARLMAN  
(850)487-6013 10/27/99 14:44 Fl Dept of State pl /1

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 27, 1999

NATIONAL DIABETIC ASSISTANCE CORP.  
5100 W. COPANS RD  
STE 710  
MARGATE, FL 33063

SUBJECT: NATIONAL DIABETIC ASSISTANCE CORP.  
REF: P96000006556

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THIS CORPORATION IS FILED PURSUANT TO FS 607. CHAPTER 621 IS FOR PROFESSIONAL ASSOCIATIONS. THIS DOES NOT PERTAIN. PLEASE REMOVE THIS STATUTE NUMBER.

THE CORRECT DATE OF INCORPORATION IS 01/22/1996. PLEASE CORRECT#2.

Please return 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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX And. #: E99000027145  
Letter Number: 299A00051708

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**RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL DIABETIC ASSISTANCE CORP.**

**FILED**  
99 OCT 29 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being all the Board of Directors of National Diabetic Assistance Corp. (hereinafter the "Corporation"), a Florida corporation organized and existing under and by virtue of Chapter 607 of the laws of the State of Florida (hereinafter "the Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. The name of the corporation is National Diabetic Assistance Corp.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 22, 1996, Document #P96000006556.
3. The Amended and Restated Articles of Incorporation, effective October 8, 1999, were adopted by the Board of Directors as of September 15, 1999, and by Written Consent Action of All Shareholders as of September 15, 1999. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**NATIONAL DIABETIC ASSISTANCE CORP.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 11402 West Sample Road, Coral Springs, Florida 33065.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES SCHNEIDER, ESQ., FLA BAR #214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E. Las Olas Blvd., Suite 1900  
Ft. Lauderdale, Florida 33301 Phone Number: (954) 763-1200

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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 Sixty million (12,000,000) shares, of which:

(1) Ten million (10,000,000) shares of Common Stock with a par value of \$.001 per share; and

(2) Two million (2,000,000) shares shall be designated Preferred Stock with a par value of \$.001 per share. Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other 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.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND ADDRESS

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be Perry Ferise, 11402 West Sample Road, Coral Springs, Florida 33065.

ARTICLE VII  
BOARD OF DIRECTORS

The number of Directors may be increased or diminished from time to time by the Bylaws. The names and addresses of the Directors of this Corporation are:

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<u>Name</u>	<u>Address</u>
Perry Ferlise	11402 West Sample Road Coral Springs, Florida 33065
Steven Rotwein	11402 West Sample Road Coral Springs, Florida 33065

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation may indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X**  
**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing articles and amendments were adopted by the Board of Directors of the Corporation pursuant to a Written Consent of all of the Board of Directors of the Corporation, and by all of the Shareholders of the Common Stock, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast to amend and restate the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of National Diabetic Assistance Corp., a Florida corporation, have been executed this 8th day of October, 1999.

  
Perry Ferlise, Director and  
Chief Executive Officer

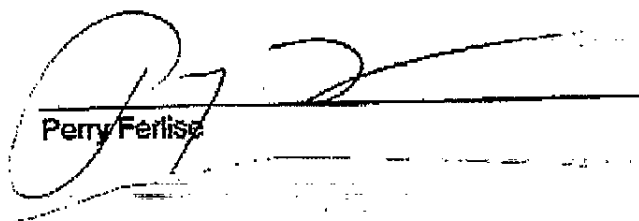
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

National Diabetic Assistance Corp., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 11402 West Sample Road, Coral Springs, Florida 33065, has named Perry Ferlise, whose address is 11402 West Sample Road, Coral Springs, Florida 33065 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Perry Ferlise

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