

8960000 22921

MORRISON & CONROY

A PRAC. REGIONAL ASSOCIATION
ATTORNEYS AT LAW
875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 33840
(811) 049-0000

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELEPHONE (811) 049-0140

March 7, 1996

FILED
96 MAR 11 AM 9:45
TALLAHASSEE, FLORIDA

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001739318
-03/12/96--01015--008
****122.50 ****122.50

Re: Articles of Incorporation of Medi-Mail, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced transaction. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

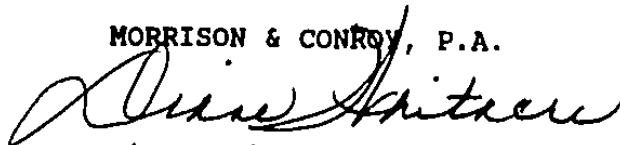
1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$122.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC:aw
Encl.

F. CHESSER MAR 14 1996

ARTICLES OF INCORPORATION OF

MEDI-MAIL, INC.

FILED
MAR 11 1965
TALLAHASSEE, FLA.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.

Name and Address

The name of the Corporation is Medi-Mail, Inc. The principal office, if known, or the mailing address of the Corporation is 1594 Northgate Drive, Florida 33942.
NAPLES

Article 2.

Duration

The duration of the Corporation is perpetual.

Article 3.

Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.

Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 975 Sixth Avenue South, Suite #101, Naples, Florida, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Edgardo J. Tenreiro
1594 Northgate Drive
Naples, Florida 33942

Mary Zoe Tenreiro
1594 Northgate Drive
Naples, Florida 33942

J. Thomas Conroy, III
1653 Northgate Drive
Naples, Florida 33942

Kimberly D. Conroy
1653 Northgate Drive
Naples, Florida 33942

Article 7.
Incorporators

The name and address of each Incorporator is as follows:

Edgardo J. Tenreiro
1594 Northgate Drive
Naples, Florida 33942

J. Thomas Conroy, III
1653 Northgate Drive
Naples, Florida 33942

Article 8.
Amendment

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

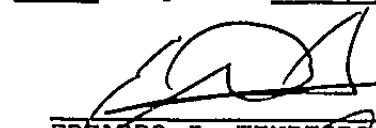
Article 9.
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17th day of March, 1996.



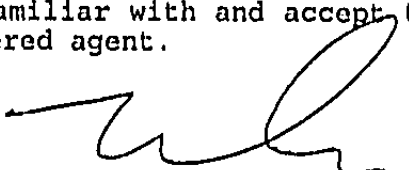
EDGARDO J. TENREIRO



J. THOMAS CONROY

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in that 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.



J. Thomas Conroy, III

Date: 3/7, 1996

FILED
96 MAR 11 AM 8:46
TALLAHASSEE, FLORIDA

Corp\Articles\Medi-Mail, Inc.

P 960000 22921

MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 34102
(811) 848-8800

J. THOMAS CONROY, III
FLORIDA CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELECOPIER (811) 848-8140

February 21, 1997

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002095328--9

-02/24/97--01041--011

*****35.00 *****35.00

Re: Articles of Amendment / Medi-Mail, Inc.
Document No. P96000022921

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 to cover your cost for filing this Amendment.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane GAVE Diane Whitacre

Diane Whitacre, Secretary to
J. Thomas Conroy, III

AUTHORIZATION BY PHONE TO

CORRECT ADD, INC

DATE 2-26

DOC. NO. EPG

FILED
97 FEB 24 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC
CLC
2/26

**ARTICLES OF AMENDMENT
OF
MEDI-MAIL, INC.**

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


- A. Article I is amended in its entirety to read as follows:

**ARTICLE I
CORPORATE NAME**

1. The name of this Corporation is: **DIABETIC SUPPLY
SOUTHWEST FLORIDA, INC.**

- B. The foregoing amendment was adopted on December 1, 1996.
- C. There is only one voting group entitled to vote on the amendment, and the number of votes cast for the amendment was sufficient for approval.


IN WITNESS WHEREOF, we, the undersigned have executed these Articles of Amendment, this 1st day of December, 1996.



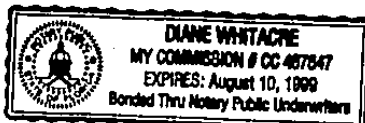
J. THOMAS CONROY, III, Vice President,

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of January, 1997 by J. THOMAS CONROY, III, Vice President of MEDI-MAIL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.



Signature



(Type or print Name of Acknowledger)

(Title or Rank)

(Serial Number, if any)

FILED
97 FEB 24 AM 10:29
CLERK OF DISTRICT COURT
STATE OF FLORIDA
TALLAHASSEE