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DADE OFFICE:

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28 S.E. 2ND AVENUE

MIAMI, FLORIDA 33131

October 11, 1996

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

Re: Diabetic Footwear & Supply, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Diabetic Footwear & Supply, Inc., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza

Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

/cm
Enclosures

FILED
96 OCT 17 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN OCT 17 1996

**ARTICLES OF INCORPORATION
OF
DIABETIC FOOTWEAR & SUPPLY, INC.**

**FILED
95 OCT 14 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

DIABETIC FOOTWEAR & SUPPLY, INC. (the "Corporation")

**ARTICLE II
GENERAL NATURE OF BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 7036 W. Palmetto Park Road, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors are:

Paul Weiner
7036 W. Palmetto Park Road
Boca Raton, Florida 33433

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Paul Weiner, 7036 W. Palmetto Park Road, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of October, 1996.

Paul Weiner
PAUL WEINER

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by PAUL WEINER as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:

Cynthia C. Mendosa
NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendosa
Title: _____



Cynthia C. Mendosa
MY COMMISSION # CC677313 EXPIRES
August 27, 2000
BONDED THRU TROY FARM INSURANCE, INC.

[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 OCT 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statute,
following is submitted:

DIABETIC FOOTWEAR & SUPPLY, INC., a corporation being organized under the laws of the State of Florida, designates 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as its registered office and has named GREGORY J. RITTER as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for DIABETIC FOOTWEAR & SUPPLY, INC. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: 
REGISTERED AGENT