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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: MANAGERS DIABETIC SUPPLY CO.

AUDIT NUMBER.....H97000008930

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

BLUMBERG/EXCELSIOR

SUBJECT: MANAGERS DIABETIC SUPPLY CO.
REF: W97000012733

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.

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: B97000008930
Letter Number: 197A00029459

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**ARTICLES OF INCORPORATION
OF
MANAGERS DIABETIC SUPPLY CO.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information.

1. The name of the corporation is MANAGERS DIABETIC SUPPLY CO.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 100 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 81 NO. DEERFIELD AVE., STE 202, DEERFIELD BEACH, FL. 33441 and the name of its initial registered agent at such address is DAVID BRANDWEIN.
6. The number of directors constituting the initial board of directors is 1 and the name and address of each person who is to serve as a member thereof is as follows:
KENNETH WHALEN, 81 NO. DEERFIELD AVE., STE 202, DEERFIELD BEACH, FL. 33441
7. The name and address of the sole incorporator is: Jose Mojica, c/o BlumbergExcelsior Corporate Services, Inc., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 06/28/97

BlumbergExcelsior
62 white St
New York, NY 10013
212-431-5000


Jose Mojica
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **MANAGERS
DIABETIC SUPPLY CO.**, the within named corporation.

Dated: 5/29/97


DAVID BRANDWEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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