

# F00000001471



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 626175 4300043

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 MAR 17 PM 12:03

ORDER DATE : March 15, 2000

ORDER TIME : 12:03 PM

ORDER NO. : 626175-015

CUSTOMER NO: 4300043

700003174497--5

CUSTOMER: Vito Piacente, Legal Asst  
Proskauer Rose Llp  
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: LIFEWATCH HOLDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*3/17/00*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 17 PM 12: 51

RECEIVED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 APR 17 PM 4:03  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. LIFEWATCH HOLDING CORPORATION  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 52-2212112  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/7/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1351A Abbott Court, Buffalo Grove, IL 60089  
(Current mailing address)

8. Health Monitoring Services industry  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company  
By: [Signature]  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

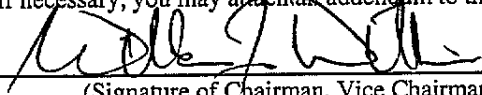
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WILLIAM F. WILLIS, PRESIDENT, CEO  
(Typed or printed name and capacity of person signing application)

**LifeWatch Holding Corporation**

**Directors**

Yacov Geva  
c/o Card Guard Scientific Survival LTD.  
2 Pekeris St., No. 527  
Rehovot, ISRAEL 76100  
Telephone: 972.8.948.4600  
Fax: 972.8.948.4605

William Willis  
c/o LifeWatch Holding Corporation  
1351A Abbott Court  
Buffalo Grove, IL 60089  
Telephone: 877.774.9846  
Fax: 847.720.2121

Bruce Rollie  
c/o CorDigital Telemedicial Solutions  
333 North Main Street - Suite 201  
Stillwater, MN 55082  
Telephone: 651 351 7820  
Fax: 651 351 7870

Dan Gazit  
c/o Card Guard Scientific Survival LTD.  
2 Pekeris St., No. 527  
Rehovot, ISRAEL 76100  
Telephone: 972.8.948.4600  
Fax: 972.8.948.4605

**Officers**

Yacov Geva  
Chairman & Assistant Secretary  
c/o Card Guard Scientific Survival LTD.  
2 Pekeris St., No. 527  
Rehovot, ISRAEL 76100  
Telephone: 972.8.948.4600  
Fax: 972.8.948.4605

William Willis  
President & Assistant Secretary  
c/o LifeWatch Holding Corporation  
1351A Abbott Court  
Buffalo Grove, IL 60089  
Telephone: 877.774.9846  
Fax: 847.720.2121

Judith Lenane  
Vice President & Assistant Secretary  
c/o LifeWatch Holding Corporation  
1351A Abbott Court  
Buffalo Grove, IL 60089  
Telephone: 877.774.9846  
Fax: 847.720.2121

Craig Foley  
Treasurer & Secretary  
c/o LifeWatch Holding Corporation  
1351A Abbott Court  
Buffalo Grove, IL 60089  
Telephone: 877.774.9846  
Fax: 847.720.2121

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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