

F9600005213



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 111413 4327236

AUTHORIZATION :

COST LIMIT : *Patricia Payne*

ORDER DATE : October 7, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 111413

CUSTOMER NO: 4327236

CUSTOMER: Ms. Shelley Clifford-panico
Gardner Carton & Douglas
Suite # 3400
321 N. Clark Street
Chicago, IL 60610-4795

500001967275

W96-21214

FOREIGN FILINGS

NAME: LIFEWATCH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Danny G. Smith

RECEIVED
96 OCT - 8 AM 11: 05
DIVISION OF CORPORATION

17 10/8
FILED
96 OCT - 8 PM 3: 59
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

CSC-DANNY SMITH

SUBJECT: LIFEWATCH, INC.
Ref. Number: W96000021214

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

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 (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 696A00045777

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN 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, Inc.
(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. Illinois
(State or country under the law of which it is incorporated)

3. 36-4061535
(FEI number, if applicable)

4. January 30, 1996
(Date of Incorporation)

5. Perpetual
(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 817.153, F.S.)

7. 1615 Barclay Boulevard
Buffalo Grove, Illinois 60089
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be qualified to transact business pursuant to The Florida Business Corporation Act
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hay Street
Tallahassee, Florida, 32310
(Zip Code)

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 96 OCT - 8 3: 59

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.

By: Sara DeCris
 Corporation Service Company
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: L. Peter Smith

Address: 1615 Barclay Boulevard
Buffalo Grove, Illinois 60089

B. OFFICERS

President: L. Peter Smith

Address: 1615 Barclay Boulevard
Buffalo Grove, Illinois 60089

Vice President: Gita Ramachandran

Address: 1615 Barclay Boulevard
Buffalo Grove, Illinois 60089


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. Gita Ramachandran Vice President
(Typed or printed name and capacity of person signing application)

File Number 5869-739-7



FILED
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DIVISION OF CORPORATIONS
96 OCT - 8 PM 5:55

To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **LIFEWATCH, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 30, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*******



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 7TH
day of OCTOBER A.D., 19 96

George H. Ryan
SECRETARY OF STATE