

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000090781

Health Watch International, Inc.

200003405022--7

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
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<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
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<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
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TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

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TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

RECEIVED

SMITH SEP 26 2000

Signature \_\_\_\_\_

Requested by: LM

9/26

10:47

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
HEALTH WATCH INTERNATIONAL, INC.

ARTICLE I  
NAME

The name of this corporation is: HEALTH WATCH INTERNATIONAL, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real

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or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire,

own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$.001.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this

corporation is 1081 NW 13th Street, #1, Boca Raton, Florida 33486.

The registered office of this corporation is:

1081 NW 13th Street, #1, Boca Raton, Florida 33486.

The name of the initial registered agent of this corporation at that address is: JANE McALLISTER.

#### ARTICLE VII

##### DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

JANE McALLISTER  
1081 NW 13th Street, #1  
Boca Raton, Florida 33486

HOWARD McALLISTER  
1081 NW 13th Street, #1  
Boca Raton, Florida 33486

#### ARTICLE VIII

##### INCORPORATOR

The name of the incorporator is:

JANE McALLISTER  
1081 NW 13th Street, #1  
Boca Raton, Florida 33486

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

JANE McALLISTER  
1081 NW 13th Street, #1  
Boca Raton, Florida 33486

HOWARD McALLISTER  
1081 NW 13th Street, #1  
Boca Raton, Florida 33486

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence  
on:

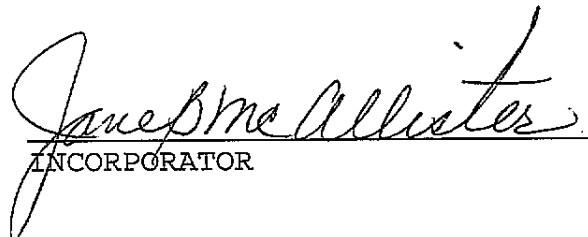
Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 11th  
day of September, A.D., 2000.


  
INCORPORATOR

STATE OF FLORIDA

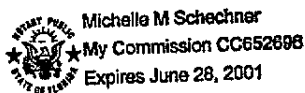
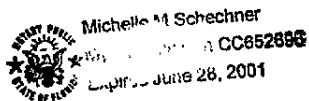
COUNTY OF PALM BEACH

On this 11<sup>th</sup> day of September, A.D., 2000,  
before me, a Notary Public for the State of Florida the under-  
signed officer personally appeared JANE McALLISTER, known to me to  
be the person whose name is subscribed to in the within instrument,  
and acknowledges he executed the same for the purposes therein  
contained..

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

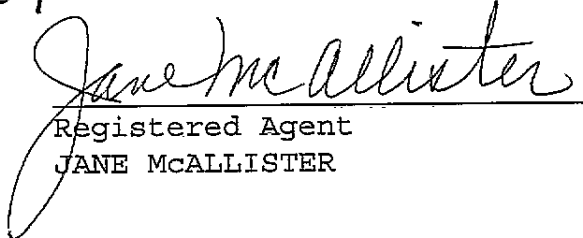
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 11<sup>th</sup> day of September, 2000.

  
Registered Agent  
JANE McALLISTER

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