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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770799 80782A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjunt

ORDER DATE : April 6, 1998

ORDER TIME : 4:0 PM

ORDER NO. : 770799-005

CUSTOMER NO: 80782A

CUSTOMER: Thomas C. Jennings, Esq.
REPKA & JENNINGS, P.A.

703 Court Street

Clearwater, FL 33756-5507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 10:12

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DOMESTIC FILING

NAME: HEALTH WATCH OF NORTH CAROLINA
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
98 APR -7 PM 8:34
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
HEALTH WATCH OF NORTH CAROLINA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 10:12

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **HEALTH WATCH OF NORTH CAROLINA, INC.**, and the corporate mailing address shall be 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE II - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of 7,500 shares of common voting stock having a par value of \$.001 per share payable in lawful money of the United States of America or in other property, tangible or intangible, in labor or services actually performed for the corporation or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE IV - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 703 Court Street, Clearwater, Florida 33756-5507, and the name of the initial registered agent of this corporation at that address is THOMAS C. JENNINGS III.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is THOMAS C. JENNINGS III, 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE VII - OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

ARTICLE VIII - POWERS OF DIRECTORS

The directors shall have the power to hold their meetings and to have one or more corporate offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the Bylaws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE IX - ASSIGNMENT BY ORIGINAL INCORPORATOR

The original Incorporator of this Corporation shall have the right to assign rights of organization to a Director who shall stand in lieu of the original Incorporator and assume and carry out all of the rights, liabilities and duties entailed by said Incorporator, subject to the laws of the State of Florida.

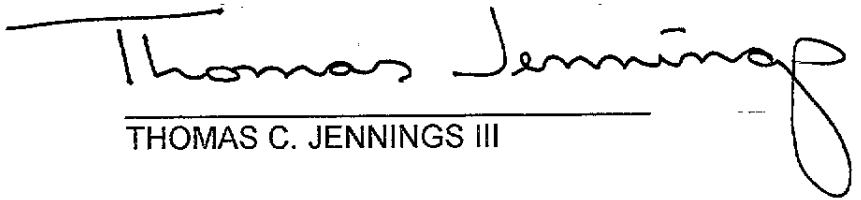
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter, modify or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 3, 1998.

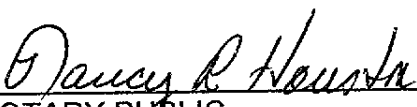


THOMAS C. JENNINGS III

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas C. Jennings III, known to me to be the person who executed the foregoing and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on April 3, 1998..



NOTARY PUBLIC

[AFFIX NOTARY STAMP]



Nancy R Houston
My Commission CC680783
Expires September 15, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 10:12

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED AND THE PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

HEALTH WATCH OF NORTH CAROLINA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in Clearwater, County of Pinellas, State of Florida, has named THOMAS C. JENNINGS III as its registered agent to accept service of process within the state, who is located at 703 Court Street, Clearwater, Florida 33756-5507.

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE me a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS C. JENNINGS III, known to me to be the person who is nominated to act as the resident agent and he acknowledged before me that he agreed to undertake said duty and he agreed to comply with the provisions of said sections relative to the proper performance of his duties.

Thomas Jennings
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on April 3, 1998.

Nancy R. Houston
NOTARY PUBLIC

[AFFIX NOTARY STAMP]
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 Nancy R. Houston
My Commission CC680783
Expires September 15, 2001