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SAMUEL J. HANNON
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October 20, 1998

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE.: Articles of Incorporation of International
Healthwatch, Inc.

Dear Sir/Madam:

Enclosed please find our check, in the amount of \$122.50, to cover your fee for filing the above Articles of Incorporation. We are enclosing the original Articles together with a copy to be returned to us certified.

Thank you for your cooperation in this matter.

Very truly yours,


JAMES A. HANNON

JAH/mmk
Enclosure

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DIVISION OF CORPORATIONS
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B. BROCK DEC 7 1998

W98-24336

Memo

To: Barbara Brock, Division of Corporations
From: Maria M. Kaba
CC: File
Date: 12/03/98
Re: INTERNATIONAL HEALTHWATCH, INC.

Pursuant to your request, enclosed please find the "Acknowledgment of Registered Agent." Please register the Articles at your earliest possible convenience.

Thank you for your cooperation. If you need to reach me at (305) 358-3109.

Maria.

**ARTICLES OF INCORPORATION OF
INTERNATIONAL HEALTHWATCH, INC.**

I/We, the undersigned natural persons competent to contract acting as incorporators of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is **INTERNATIONAL HEALTHWATCH, INC.**

**ARTICLE II
PURPOSE**

The general nature of the business to be transacted is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Six Hundred (600) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the time and at which it is offered to others.

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ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than (\$600.00).

ARTICLE VI
CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII
PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is 8440 S.W. 182 Terrace, Miami, Florida 33157.

ARTICLE VIII
NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE IX
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first board of director of the corporation is as follows:

Eddie M. King
1 S.E. 3 Avenue
Suite 2950
Miami, Florida 33131

(Director-President)

Patricia E. King
1 S.E. 3 Avenue
Suite 2950
Miami, Florida 33131

(Director-Secretary)

ARTICLE X
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation is:

Eddie M. King
1 S.E. 3 Avenue
Suite 2950
Miami, Florida 33131

Patricia E. King
1 S.E. 3 Avenue
Suite 2950
Miami, Florida 33131

ARTICLE XI
INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered agent of this corporation and address are:

Eddie M. King
1 S.E. 3 Avenue
Suite 2950
Miami, Florida 33131

ARTICLE XII
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XIII
BY LAWS

The corporation's board of directors is specifically authorized from time to time to adopt by laws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIV
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer or shareholder of the corporation.

IN WITNESS WHEREOF, we do make and subscribe these Articles of Incorporation this 14th day of ~~September~~ ^{October}, 1998.

Eddie M. King
EDDIE M. KING

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared, EDDIE M. KING, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in Miami, Dade County, Florida this 14th day of ~~September~~ ^{October}, 1998.

Maria M. Kaba
NOTARY PUBLIC, State of Florida

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ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the
above stated Corporation, at place designated in this
Certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By: Eddie M. King
EDDIE M. KING

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