

V21003

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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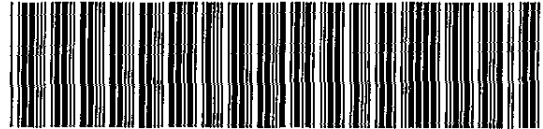
(Business Entity Name)

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02 NOV -1 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulllette NOV 04 2002

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

Heath Watch, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☒ Other

☐ Change of R.A.

☐ Fictitious Name

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☐ After 4:30

☒ Pick Up

Restated Arts.

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Document Examiner
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11-1-02

11:00 PM

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 1, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: HEALTH WATCH, INC.
Ref. Number: V21003

We have received your document for HEALTH WATCH, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 245-6903.

To: Cheryl Coulliette
Document Specialist

Letter Number: 002A00060102

From Melonie / CT

*Please back date
to 11-1-02*

*We will pick up
2:30 PM
11-4-02*

Thanks so much!

RECEIVED
02 NOV -4 AM 11:14
DIVISION OF CORPORATIONS

RESTATED ARTICLES OF INCORPORATION

OF

HEALTH WATCH, INC.

FILED
02 NOV - 1 PM 4: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby certify that **HEALTH WATCH, INC.**, (the "Corporation") originally was incorporated in the State of Florida on March 13, 1992, and that this Restated Articles of Incorporation is being filed in accordance with the provisions of Section 607.1008 of the Business Corporation Act of the State of Florida, as amended (the "BCA"), and further certify that:

FIRST: That the United States Bankruptcy Court for the District of New Jersey, Camden Division (the "Court"), by entry of a confirmation order on October 18, 2002 (the "Confirmation"), approved the Corporation's plan of reorganization.

SECOND: That the Court, by entry of a bankruptcy court order dated October 28, 2002 (the "Order"), approved this Restated Articles of Incorporation contained herein;

THIRD: That the title of the reorganization proceeding in which the Confirmation and the Order were entered was: In re Response USA, Inc., *et al* Case No. 01-18703 (GMB) (the "Proceeding"); and

FOURTH: That the Court had jurisdiction of the Proceeding pursuant to Section 157 of Title 28 of the United States Code.

This Restated Articles of Incorporation restates and integrates and amends the Articles of Incorporation to read as herein set forth in full and shall be effective when filed.

ARTICLE I: NAME

The name of the corporation shall be **HEALTH WATCH, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 777 Yamato Road, Suite 350, Boca Raton, FL 33431.

ARTICLE III: CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 6,000,000 shares of Common Stock having a par value per share of \$.01. The Corporation is prohibited from issuing non-voting equity securities.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V: INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is a party to any proceeding by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

The undersigned has executed this Restated Articles of Incorporation this 31st day of October, 2002.

HEALTH WATCH INC.

By: Richard M. Brooks
Richard M. Brooks, President

HEALTH WATCH, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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.

DATE: 11/1/02

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary