

APR. 28. 2008 10:16AM

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Florida Department of State

Division of Corporations

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5/1/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

HEALTH WATCH HOLDINGS, INC.

Certificate of Status	0
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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Health Watch Holdings, Inc.	Delaware	3664481

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Health Watch, Inc.	Florida	V21003
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 05 / 01 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on April 21, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 21, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Health Watch Holdings, Inc.

[Signature]

Warren T. Oates, Jr., Secretary

Health Watch, Inc.

~~1400~~

Warren T. Oates, Jr., Secretary

PLAN OF MERGER approved on April 21, 2008 by Health Watch, Inc., a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on April 21, 2008 by Health Watch Holdings, Inc., a corporation of the State of Delaware and by resolution adopted by its Board of Directors on said date.

1. Health Watch, Inc. shall, pursuant to the provisions of the laws of the jurisdiction of organization of Health Watch, Inc. and of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Health Watch Holdings, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Health Watch, Inc., which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.
2. The certificate of incorporation of the surviving corporation upon the effective date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the Merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and cancelled without consideration. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in compliance with the laws of the jurisdiction of its organization, and, in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. That this merger is intended to qualify under the provisions of the Internal Revenue Code Section 368(a)(1)(A).

10. The effective time of the Plan of Merger, and the time at which the merger herein agreed shall become effective shall be at 12:02 A.M. on May 1, 2008 Eastern Daylight Time