

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000117601

Lifewatch Services, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by *AW* _____
Name _____ Date *12/12* _____ Time _____

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J. BRYAN DEC 12 2001

**ARTICLES OF INCORPORATION
OF
LIFEWATCH SERVICES, INC.**

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**ARTICLE I
NAME**

The name of this corporation is LifeWatch Services, Inc. and the principal place of business is 814 Highway A1A North, Suite 300, Ponte Vedra Beach, Florida 32082.

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of and engaging and transacting any and all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of common stock having a par value of One and no/100 Dollar (\$1.00) per share, which shares shall be and hereby are designated as common shares. Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV
TERMS OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation in the State of Florida is Christopher A. White, and the address of the initial registered agent of this corporation is 814 Highway A1A North, Suite 305, Ponte Vedra Beach, Florida 32082. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director initially. The number of directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Randy E. Stelk	814 Highway A1A North, Suite 300 Ponte Vedra Beach, Florida 32082
Francis X. Keaveney II	814 Highway A1A North, Suite 300 Ponte Vedra Beach, Florida 32082
Alan H. Anderson	814 Highway A1A North, Suite 300 Ponte Vedra Beach, Florida 32082

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Randy E. Stelk	814 Highway A1A North, Suite 300 Ponte Vedra Beach, Florida 32082

ARTICLE VIII
BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

In Witness Whereof, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 7th day of December, 2001.

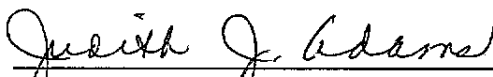

Randy E. Stelk, Incorporator

State of Florida
County of Duval

The foregoing instrument was acknowledged before me this 7th day of December, 2001 by Randy E. Stelk, who is personally known to me and who did not take an oath.

 Judith J Adams
My Commission CC895698
Expires January 17 2004

[SEAL]


Judith J. Adams, Notary Public, State of Florida
Commission no.: CC895698
Commission expires: January 17, 2004

CERTIFICATE OF ACCEPTANCE AND DESIGNATION
OF REGISTERED AGENT OF
LIFEWATCH SERVICES, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon LifeWatch Services, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 814 Highway A1A North, Suite 305, Ponte Vedra Beach, Florida 32082.

In Witness Whereof, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida on this 11th day of December, 2001.



Christopher A. White, Registered Agent

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