



LifeWatch

LifeWatch™ Inc.
P.O. Box 49090
Jacksonville Beach, FL 32240

996000/01553

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: LifeWatch, Inc.

600002007396--5
-11/19/96--01013--002
****131.25 ****131.25

To Whom It May Concern:

Enclosed is a original and one copy of the Articles of Incorporation and a check for \$131.25 for the filing fee, certified copy, and certificate. Please forward these items to LifeWatch, Inc., P.O. Box 49090, Jacksonville Beach, Florida 32240. Our daytime phone number is (904)724-8089.

Thank you very much.

Sincerely,

Steven K. Brown

Steven K. Brown
President

SKB/jlr

Enclosure

*See Anthony to
Correct R.A. Certificate
12/17*

[Signature]
11/20

996-24669
11/20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 16 PM 12:40
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

STEVEN K. BROWN
LIFEWATCH INC.
P.O. BOX 49090
JACKSONVILLE BEACH, FL 32240

SUBJECT: LIFEWATCH, INC.
Ref. Number: W96000024669

We have received your document for LIFEWATCH, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 196A00052896



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 10, 1996

STEVEN K. BROWN
LIFEWATCH SERVICES
P.O. BOX 49090
JACKSONVILLE, FL 32240

SUBJECT: LIFEWATCH SERVICES
Ref. Number: W96000025837

We have received your document for LIFEWATCH SERVICES and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 996A00055097

95 DEC 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF
Lifewatch Services, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be Lifewatch Services, Inc.

**ARTICLE II
NATURE OF BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$10.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be 2120 Corporate Square Boulevard, #17, Jacksonville, Florida 32216 and the name of the initial Registered Agent for the corporation at that address is Steven K. Brown.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 (Chapter "S") of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled, as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

President, Secretary and Treasurer

Initial President, Secretary and Treasurer shall be Steven K. Brown who resides at 14750 Beach Blvd. #48, Jacksonville, Florida 32250.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

STEVEN K. BROWN - 14750 Beach Boulevard, #48
Jacksonville, Florida 32250

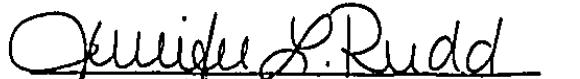
IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal on this 13 day of November, 1996.

INCORPORATOR:


STEVEN K. BROWN, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 13 day of November, 1996, by STEVEN K. BROWN, who has produced Florida Drivers License as identification and who did take an oath.


Notary Public
State of Florida
My Commission Expires: 10.10.00

(SEAL)



JENNIFER L. RUDD
COMMISSION # CC592432
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

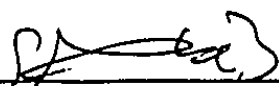
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 2120 Corporate Square Boulevard, #17, Jacksonville, Florida 32216 has named Steven K. Brown whose address is 2120 Corporate Sq. Blvd #17 Jacksonville, Florida 32216 as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

REGISTERED AGENT:

Home Address Only

STEVEN K. BROWN
14750 Beach Boulevard,
Jacksonville, FL 32250

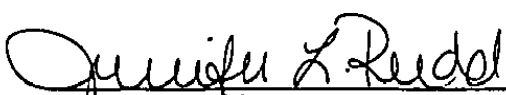
FILED
96 DEC 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared Steven K. Brown, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 13 day of November, 1996.

(SEAL)


Notary Public
State of Florida
My Commission Expires: 10.10.00


JENNIFER L. RUDD
COMMISSION # CC592432
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.