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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/21/99--01045--023
*****78.75 *****78.75

SUBJECT: MILLENNIAL BENEFITS CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: LIFEWATCH SERVICES INC.
Name (Printed or typed)

814 HIGHWAY A1A, Suite 304
Address

PONTE VEDRA BEACH, FL 32082
City, State & Zip

(904) 394-2777
Daytime Telephone number

FILED
 99 APR 21 AM 8:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROCK APR 26 1999.

FILED
99 APR 21 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Millennial Benefits Corporation

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 Millennial Benefits Corporation.

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 814 Highway A1A, Suite 304, Ponte Vedra Beach, Florida 32082 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, 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 Cathy A. Brown, who resides at 14750 Beach Blvd., #48, Jacksonville, Florida 32250.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

CATHY A. BROWN - 814 Highway A1A, Suite 304
Ponte Vedra Beach, Florida 32082

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
16 day of April, 1999.

INCORPORATOR:

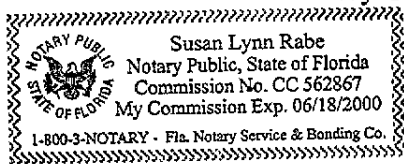
Cathy A. Brown
Cathy A. Brown, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 16th day of
April, 1999, by CATHY A. BROWN, who has produced FL#8650-101-53-767-D as
identification and who did take an oath.

Susan Lynn Rabe
Notary Public
State of Florida
My Commission Expires: 6/18/2000

(SEAL)




**DESIGNATION OF AN 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 814 Highway A1A, Suite 304, Ponte Vedra Beach, Florida, 32082 has named Steven K. Brown whose address is 814 Highway A1A, Suite 304, Ponte Vedra Beach, Florida, 32082 as its Agent to accept service of process within this State.

ACCPTANCE

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:


STEVEN K. BROWN
814 Highway A1A, Suite 304
Ponte Vedra Beach, Florida, 32082


FILED
99 APR 21 AM 8:48
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 16th day of April, 1999.
Steven K. Brown produced FL# B650-791-47-380-U

(SEAL)


Susan Lynn Rabe Notary Public
Notary Public, State of Florida
Commission No. CC 56286
My Commission Exp. 06/18/2000
My Commission Expires: 6/18/2000
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.