

F98000006200

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Audiology Solutions, Inc.
(Name of corporation - must include suffix)

900002683319--5
-11/09/98--01096--001
*****96.25 *****96.25

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John S. Greenebaum, Attorney
(Name of Person)
John S. Greenebaum, P.S.C.
(Firm/Company)
1930 National City Tower
(Address)
Louisville, KY 40202
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -9 AM 10:39

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Should you need to call someone concerning this matter, please call:

Vicki Senior at (502) 585-1750
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AK 11/10/98

JOHN S. GREENEBAUM, P.S.C.

Attorney at Law
1930 NATIONAL CITY TOWER
LOUISVILLE, KY 40202
(502) 585-1750
FAX 581-1066

November 4, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Audiology Solutions, Inc.

Dear Madam or Sir:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, and Certificate of Existence dated October 29, 1998 from the Secretary of State of Kentucky are submitted in duplicate original for your filing.

Please return the second set of documents with your file stamp affixed in the attached return envelope. Also requested is a Certificate of Status. Our client's check to cover these fees is enclosed in the amount of \$96.25 payable to Florida Department of State.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Vicki Senior
Paralegal

/vs
Enclosures

cc: Edward Turney

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Audiology Solutions, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Kentucky 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/11/96 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/15/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 714 Lyndon Lane, Suite 11, Louisville, KY 40222
(Current mailing address)

8. audiology testing, diagnosis & sale of audiological equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Susan J. Metz
(Registered agent's signature)
Susan J. Metz, Asst. Sec'y

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Thomas Forshee

Address: 714 Lyndon Lane, Louisville, KY 40222

Vice Chairman: _____

Address: _____

Director: Suzanne Turney

Address: 714 Lyndon Lane, Louisville, KY 40222

Director: Richard Lazich

Address: 714 Lyndon Lane, Louisville, KY 40222

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Thomas Forshee

Address: 714 Lyndon Lane, Louisville, KY 40222

Vice President: Edward Turney

Address: 714 Lyndon Lane, Suite 11, Louisville, KY 40222

Secretary: Suzanne Turney

Address: 714 Lyndon Lane, Louisville, KY 40222

Treasurer: Suzanne Turney

Address: 714 Lyndon Lane, Louisville, KY 40222

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward Turney, Vice President
(Typed or printed name and capacity of person signing application)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**John Y. Brown III
Secretary of State**

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

AUDIOLOGY SOLUTIONS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is November 11, 1996 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of October, 1998.

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky