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SLAYMAKER AND NELSON, P.A.

Attorneys at Law
THOMAS E. SLAYMAKER - JOHN A. NELSON
In Reply Please Respond To:

2218 Highway 44 West
Inverness, Florida 34463
Telephone: (352) 726-6129
Telefax: (352) 726-0223

6013 South Suncoast Boulevard
Hollywood, Florida 34446
Telephone: (352) 628-1204
Telefax: (352) 628-4668

June 10, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: HEARING CONCEPTS, INC.

To Whom It May Concern:

Please find enclosed, for filing with your office, Articles of Incorporation and Designation of Resident Agent for HEARING CONCEPTS, INC. Also find enclosed our firm's check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation is also enclosed.

Thank you for your attention in this regard and should you have any questions please contact us.

Very Truly Yours,

SLAYMAKER AND NELSON, P.A.

BY: 
John A. Nelson, Esquire

JUN 14 1996

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN:dld
Enclosures

**ARTICLES OF INCORPORATION
OF
HEARING CONCEPTS, INC.**

FILED
96 JUN 13 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of **HEARING CONCEPTS, INC.**, under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION: The name of the Corporation is **HEARING CONCEPTS, INC.**

ARTICLE II - COMMENCEMENT OF EXISTENCE: The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - PURPOSE: This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES: The maximum number of shares that the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 2218 Highway 44 West, Inverness, Florida 34453 and the name of the corporation's initial registered agent at that address is John A. Nelson.

ARTICLE VI - PRINCIPAL OFFICE: The street address of the principal office of the corporation is 8585 SW Highway 200, Ocala, Florida 34487.

ARTICLE VII - INITIAL BOARD OF DIRECTORS: The corporation shall initially have one (1) Director. The number of Directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The name and address of the initial Director is:

David Ditchfield
6431 East Glover Street
Inverness, Florida 34452

ARTICLE VIII - INCORPORATOR: The name and address of the original incorporator is as follows:

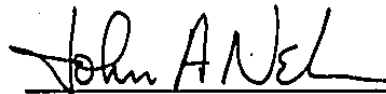
John A. Nelson, Esquire
SLAYMAKER AND NELSON, P.A.
2218 Highway 44 West
Inverness, FL 34453

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201 of the Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights they may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

ARTICLE IX - BYLAWS: The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X - AMENDMENTS: The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation at Inverness, Citrus County, Florida, this 6th day of June, 1996.



John A. Nelson

NOTARY ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared John A. Nelson who is well known to me to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Inverness, Citrus County, Florida this 6th day of June, 1996.

Darlene L. De Witt

Notary Public



"OFFICIAL SEAL"
Darlene L. De Witt
My Commission Expires 11/12/98
Commission #CC 241545

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 607.0501 of the Florida Statutes, **HEARING CONCEPTS, INC.**, desiring to organize under the laws of the State of Florida, does hereby name **JOHN A. NELSON** of 2218 Highway 44 West, Inverness, Florida 34453 and whose business address is 2218 Highway 44 West, Inverness, Florida 34453 as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation at the place so designated, I, **JOHN A. NELSON**, do hereby accept appointment in such capacity and agree to comply with the provision of Chapter 607 of the Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated this 6th day of June, 1996.


JOHN A. NELSON

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96 JUN 13 PH 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA