

AUG-27-2003 10:59
Division of Corporations

FD30000004285

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Amplifon Acquisition Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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RECEIVED

03 AUG 27 AM 11:17

DIVISION OF CORPORATIONS

Handwritten: JB 8-27-03

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. Amplifon Acquisition Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. July 16, 2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5000 Cheshire Lane North, Plymouth, MN 55446

(Principal office address)

5000 Cheshire Lane North, Plymouth, MN 55446

(Current mailing address)

8. Hearing Aid Services and Products

(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 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

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.

CT Corporation System

By: 

Christine M. Eastwing
Assistant Sec. 

(Registered agent's signature)

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.

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APPROVED
AND
FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

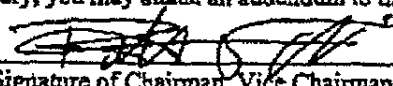
Director: ~~Vice President~~ Giovanni Martino RollierAddress: 5000 Cheshire Lane NorthPlymouth, MN 55446Director: Alessandro BaldisseraAddress: 5000 Cheshire Lane NorthPlymouth, MN 55446Director: Alessandro ChionoAddress: 5000 Cheshire Lane NorthPlymouth, MN 55446

B. OFFICERS

Vice President: Giovanni Martino RollierAddress: 5000 Cheshire Lane NorthPlymouth, MN 55446Vice President: Alessandro BaldisseraAddress: 5000 Cheshire Lane NorthPlymouth, MN 55446Secretary: Giannetto GiannettiAddress: 5000 Cheshire Lane North, Plymouth, MN 55446Treasurer & Vice President: Alessandro ChionoAddress: 5000 Cheshire Lane North, Plymouth, MN 55446

See Attached.

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. Robert Wabler, President
(Typed or printed name and capacity of person signing application)

Addendum to Application for Authorization to Transact Business in Florida

B. Officers

President: Robert Wabler

Address: 5000 Cheshire Lane North
Plymouth, MN 55446

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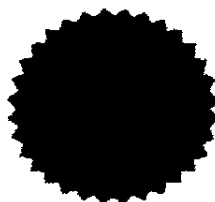
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMPLIFON ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2595729