

Division of Corporations

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F03000005170

Florida Department of State
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From:

Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

Amplifon (USA), Inc.

Certificate of Status	0
Certified Copy	0
Page Count	045
Estimated Charge	\$70.00

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 16, 2003

CT CORPORATION SYSTEM

SUBJECT: AMPLIFON (USA), INC.
REF: W03000030071

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FLORIDA DEPARTMENT OF STATE
OCT 16 2003

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**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 (USA), 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. Delaware 3. 41-1958972
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 13, 1999 5. perpetual
(Date of incorporation) (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
(Principal office address)
Plymouth, MN 55446
(Current mailing address)
8. Holding Company.
(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: C T 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.

C T Corporation System

By: Anne E. Diamond

(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.

SECRETARY OF STATE
ALL AMPLIFON FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Director: Alessandro Chiono

Address: 5000 Cheshire Lane

Plymouth, MN 55446

Director: Giovanni Martino Rollier

Address: 5000 Cheshire Lane

Plymouth, MN 55446

Director: Alessandro Baldissera

Address: 5000 Cheshire Lane

Plymouth, MN 55446

B. OFFICERS

President: Robert Wabler

Address: 5000 Cheshire Lane

Plymouth, MN 55446

Vice President: _____

Address: _____

Secretary: Giannetto Giannetti

Address: 5000 Cheshire Lane Plymouth, MN 55446

Treasurer: _____

Address: _____

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

13. [Signature]
(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)

Delaware

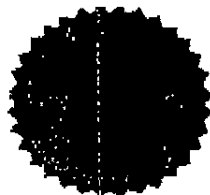
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMPLIFON (USA), INC." 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-NINTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3063867 8300

020623696

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2659248

DATE: 09-29-03