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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status 1

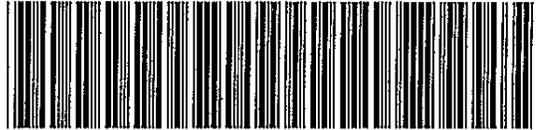
Special Instructions to Filing Officer:

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W04-5217



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01/30/04--01054--016 *\$87.50

FILED
04 APR -9 PM 3:25
NOT RECORDED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AUXILIARY HEALTH BENEFITS CORPORATION
(Name of corporation - must include suffix)

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:

Janice Douglas
(Name of Person)

HearUSA, Inc.
(Firm/Company)

1250 NorthPoint Parkway
(Address)

West Palm Beach, Florida 33407
(City/State and Zip code)

For further information concerning this matter, please call:

Janice Douglas at (561) 683-7532 x. 125
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 6, 2004

JANICE DOUGLAS
HEARUSA, INC.
1250 NORTHPOINT PARKWAY
WEST PALM BEACH, FL 33407

SUBJECT: AUXILARY HEALTH BENEFITS CORPORATION
Ref. Number: W04000005217

We have received your document for AUXILARY HEALTH BENEFITS CORPORATION and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 504A00008350



February 17, 2004

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Registration of Auxiliary Health Benefits Corporation
DBA – HearUSA-Hearing Care Network as a Foreign Corporation in the state of
Florida.

Dear Sir/Madam,

Recently an application was made with the Florida Department of State, Division of Corporations to register Auxiliary Health Benefits Corporation as a foreign Corporation in the state of Florida. Through contact with your organization it was determined that a Certificate of Good Standing was needed to complete the application. Attached are the Certificate of Good Standing requested and a copy of the original application filed.

If you have any questions concerning this matter, please contact me at (561) 683-7532 Extension 125. Thanking you in advance for your cooperation.

Sincerely,


Janice Douglas
Accounting Manager

Enc.

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. AUXILIARY HEALTH BENEFITS CORPORATION
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. COLORADO 3. 84-1116412
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 03, 1989 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. 1250 Northpoint Parkway, West Palm Beach, Florida 33407
(Principal office address)

1250 Northpoint Parkway, West Palm Beach, Florida 33407
(Current mailing address)

8. Audiological Services
(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)

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FILED

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.

James A. Bordonaro
Assistant Secretary

[Handwritten signature]
(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.

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

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

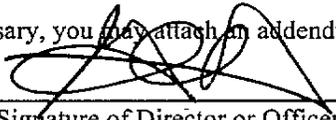
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. GINO CHOUINARD, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

<u>Name</u>	<u>Position</u>	<u>Address</u>
Paul A. Brown, MD	Chairman and Director	1250 Northpoint Parkway West Palm Beach, Florida 33407
Stephen J. Hansbrough	Chief Executive Officer and Director	1250 Northpoint Parkway West Palm Beach, Florida 33407
Gino Chouinard	Chief Financial Officer	1250 Northpoint Parkway West Palm Beach, Florida 33407
Donna Taylor	Senior Vice President-Sales and Operations	1250 Northpoint Parkway West Palm Beach, Florida 33407
Thomas Archibald	Director	1250 Northpoint Parkway West Palm Beach, Florida 33407
Joe Gitterman	Director	1250 Northpoint Parkway West Palm Beach, Florida 33407
David J. McLachlan	Director	1250 Northpoint Parkway West Palm Beach, Florida 33407
Michel Labadie	Director	90 Beaubien Quest Suite 101 Montreal, Quebec H2S 1V6
Pierre Bourgie	Director	1980 Boul.Rene-Levesque O. Montreal, Quebec H3H 1R6



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

AUXILIARY HEALTH BENEFITS CORPORATION
(Colorado CORPORATION)
File # 19891007116

was filed in this office on February 3, 1989 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: January 28, 2004

For Validation:

Certificate ID: **760008**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE