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July 10, 1995

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

RE: SUPERIOR HEARING CORPORATION
D/B/A HEARITE CORPORATION

300001536919
-07/13/95--01058--002
*****70.00 *****70.00

Dear Sir or Madam:

W95-14177

Enclosed please find herewith an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Existence and a check in the amount of \$70.00 to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. Craig Myrick, Esquire
Shope & Myrick
Northern Trust Bank Building, Suite #225
4001 Tamiami Trail North
Naples, FL 33940

Thank you. Please call me if you have any questions.

Sincerely,

J. Craig Myrick, Esquire
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 24 AM 8:42

LC
7/24

JCM/rp

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1995

J. CRAIG MYRICK, ESQUIRE
SHOPE & MYRICK, SUITE #225
4001 TAMiami TRAIL NORTH
NAPLES, FL 33940

SUBJECT: HEARITE CORPORATION
Ref. Number: W95000014177

We have received your document for HEARITE CORPORATION and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct line 2 of your application to reflect that the corporation is incorporated as a Colorado corporation.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

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

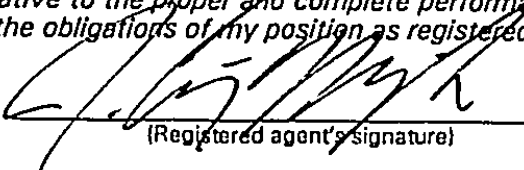
If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 495A00033839

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. HEARITE 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. Colorado
(State or country under the law of which it is incorporated)
3. 841231427
(FEI number, if applicable)
4. 11/18/91
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 3210 Cleveland Avenue
Ft. Myers, Florida 33901
(Current mailing address)
8. To conduct any lawful business including sales and service of hearing aids.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: J. Craig Myrick, Esquire
Office Address: Shope & Myrick
4001 Tamiami Trail North, Suite #225
Naples, Florida, 33940
(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.

(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 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: _____

Address: _____

Vice Chairman: _____

Address: _____

President/
Director: Thomas C. Gillespie

Address: 3210 Cleveland Avenue

Ft. Myers, FL 33901

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Director/
Secretary: Terry Smith

Address: 3210 Cleveland Avenue

Ft. Myers, FL 33901

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. _____
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO HEARITE CORPORATION. DATE OF INCORPORATION - MAY 3, 1993.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 24 AM 8:42

Dated: JUNE 23, 1995

Victoria Buckley

SECRETARY OF STATE