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JOHN M. CARNAHAN, JR.
(1915 - 1998)

March 10, 1999

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

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*****70.00 *****70.00

RE: National Hearing Centers, Inc. - Qualification to do Business

Dear Sir or Madam:

In connection with above referenced corporation, for the purpose of transacting business in the State of Florida, enclosed please find the following:

1. Transmittal Letter;
2. Duplicate original "Application by Foreign Corporation for Authorization to Transact Business in Florida";
3. Attached signed "Acceptance of Agent";
4. Certificate of Good Standing issued by the Missouri Secretary of State; and
5. Our firm check for \$70 as a filing fee.

3/16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAR 16 AM 10:27
FILED

Please return a filed-stamped acknowledgement of qualification in the enclosed pre-addressed envelope.

If you have any questions, or require any further information or action, please contact the undersigned.

Sincerely,
Frank Carnahan
Frank C. Carnahan

FCC:st
Enclosures
cc: James R. Wehr
Sean Emerick

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NATIONAL HEARING CENTERS, INC.

(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

Frank C. Carnahan, Esq.

(Name of Person)

Carnahan, Evans, Cantwell & Brown, P.C.

(Firm/Company)

1949 E. Sunshine, 4-410

(Address)

SPRINGFIELD MO 65804

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Frank C. Carnahan

(Name of Person)

at (417) 887-8490

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

**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. NATIONAL HEARING CENTERS, 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. Missouri
(State or country under the law of which it is incorporated)
3. 43-1841698
(FEI number, if applicable)
4. February 16, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. "None currently", anticipate 04/01/1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1915-A West Sunshine
Springfield, MO 65807
(Current mailing address)
8. Hearing aid sales & services, connected activities in and also legal purposes
(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
c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
See Attached
(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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAR 16 AM 11:02
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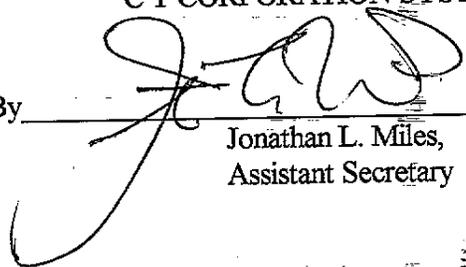
ACCEPTANCE OF APPOINTMENT

RE: NATIONAL HEARING CENTERS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 17, 1999

By


Jonathan L. Miles,
Assistant Secretary

C T CORPORATION SYSTEM

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAR 16 AM 10: 27

FILED

A. DIRECTORS (Street address only - P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James R. Wehr

Address: 1915-A East Sunshine

Springfield, MO 65807

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: James R. Wehr

Address: 1915-A E. Sunshine

Springfield, MO 65807

Vice President: _____

Address: _____

Secretary: James R. Wehr

Address: 1915-A E. Sunshine

Springfield, MO 65807

Treasurer: James R. Wehr

Address: 1915-A E. Sunshine

Springfield, MO 65807

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. James R. Wehr, President

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

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

99 MAR 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT NATIONAL HEARING CENTERS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 16TH DAY OF FEBRUARY, 1999, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 25TH DAY OF FEBRUARY, 1999.

Rebecca McDowell Cook
Secretary of State

