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**P00000041268**  
April 19, 2000

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

000003219030--8  
-04/21/00--01106--003  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Professional Audiology Associates, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Tracie A. Castiglia

FILED  
00 APR 21 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/tcs  
Enclosures

*Handwritten:* CB  
4-25-00  
5

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL AUDIOLOGY ASSOCIATES, INC.**

**FILED**  
00 APR 21 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be PROFESSIONAL AUDIOLOGY ASSOCIATES, INC. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is 2820 Antietam Lane, West Palm Beach, FL 33409.

**ARTICLE III**

**Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### **ARTICLE IV**

##### **Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### **ARTICLE V**

##### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 2820 Antietam Lane, West Palm Beach, FL 33409, and the name of the initial registered agent of this Corporation at that address is Ellen L. Weinberg.

## **ARTICLE VIII**

### **Board of Directors**

This Corporation shall have one (1) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial directors of this Corporation are as follows:

Ellen L. Weinberg

2820 Antietam Lane  
West Palm Beach, FL 33401

## **ARTICLE IX**

### **By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE X**

### **Indemnification**


The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Incorporator**

The name and address of the person signing these Articles is as follows: Ellen L. Weinberg, 2820 Antietam Lane, West Palm Beach, FL 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of April, 2000.

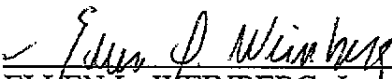
  
Ellen L. Weinberg, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**


**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT PROFESSIONAL AUDIOLOGY ASSOCIATES, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
INITIAL REGISTERED OFFICES AT 2820 ANTIETAM LANE, WEST PALM BEACH, FL  
33409 HAS NAMED ELLEN L. WEINBERG, LOCATED AT 2820 ANTIETAM LANE, WEST  
PALM BEACH, FL 33409, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
\_\_\_\_\_  
ELLEN L. WEINBERG, Incorporator  
4/14/00  
\_\_\_\_\_  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
ELLEN L. WEINBERG, Registered Agent  
4/14/00  
\_\_\_\_\_  
(Date)