

Stephen L. Stringham
President & CEO

**ACCLAIM QUALITY HEARING
CORPORATION**

180 Dean Road
Pensacola, Florida 32503

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. P000000067956
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

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ARTICLES OF INCORPORATION
OF
ACCLAIM QUALITY HEARING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Florida Business Corporation for such corporation

ARTICLE I

NAME

The name of the corporation is **ACCLAIM QUALITY HEARING CORPORATION**

ARTICLE II

EXISTENCE

The existence of the corporation shall be perpetual, unless otherwise dissolved according to law.

ARTICLE III

PURPOSE AND POWERS

The purposes for which the Corporation is organized are:

- (a) To manufacture and sell hearing aids.
- (b) The Corporation may also engage in any other business not expressly prohibited by law, which will, in the opinion of the officers and directors, prove profitable or serve the best interests of the corporation.

To this end the corporation in its name, shall have power:

- 1. To make contracts necessary and proper to effect its purposes and conduct its authorized business.

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2. To sue and be sued.
3. To have a seal, which it may alter at pleasure.
4. To distribute out of profits actually earned and on hand such dividends from time to time as the directors may deem prudent.
5. To make all such by-laws, rules and regulations, not inconsistent with the law or with other corporate rights and vested privileges, as may be necessary to carry into effect the purpose of the corporation; and such by-laws, rules and regulations may be made in a general meeting of the Board of Directors, which rules, regulations or by-laws shall become effective upon formal presentation by mailing to the stock holders on record.
6. To buy, receive, use, lease, mortgage, sell or otherwise dispose of, all such real estate or personal property as may be necessary, useful or desirable for it to own, use or dispose of for its purposes.
7. To borrow money and give security for its repayment and do such other things as the Board of Directors shall from time to time authorize and direct.
8. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

ARTICLE IV

AUTHORIZED CAPITAL AND AGGREGATE SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) of common stock with no par value.

The stock of this corporation is one class known as common stock, and with reference thereto, it is further agreed that:

(a) Non-Accessability: The fully paid stock of this Corporation shall be nonassessable.

(b) Cumulative Voting: Cumulative voting of shares shall not be permitted.

(c) Stock Dividends: Subject to limitations of applicable law, declared dividends may be paid wholly or in part in shares of the corporation out of any treasury shares of the corporation.

(d) Pre-Emptive Rights: None of the shareholders of the corporation shall have the pre-emptive rights to acquire issued, unissued or treasury shares of the corporation.

ARTICLE V

REQUIREMENT BEFORE COMMENCING BUSINESS

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1000.00) has been received for the issuance of shares.

ARTICLE VI

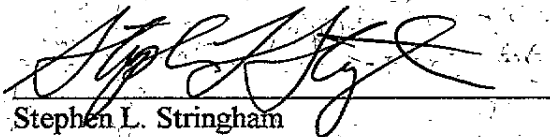
REGISTERED OFFICE, REGISTERED AGENT AND PLACE OF BUSINESS

The post office and street address of the Corporation's office is:

180 Dean Road
Pensacola, Florida 32503

and the name of the registered agent is:

Stephen L. Stringham
180 Dean Road
Pensacola, Florida 32503


Stephen L. Stringham

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ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed and its corporate powers shall be exercised by the Board of Directors, consisting of not less than one (1) nor more than nine (9) members whose qualifications, terms of office and duties shall be prescribed by the By-Laws of the corporation.

ARTICLE VII

INCORPORATORS AND FIRST BOARD OF DIRECTORS

The names and addresses of the persons who are to severally serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified are:

Name	Address
Stephen L. Stringham	180 Dean Road Pensacola, Florida 32503
Andrea A. Stringham	180 Dean Road Pensacola, Florida 32503

Stephen L. Stringham and Andrea A. Stringham above listed are also the incorporators of this corporation.

ARTICLE IX

OFFICERS

The officers of this corporation shall consist of a president, vice presidents, and secretary/treasurer, each of whom shall be elected by the Board of Directors at such time, in such manner and for such term as may be prescribed by law and any By-Laws. The officer of this corporation is as follows:

Stephen L. Stringham	President
Andrea A. Stringham	Secretary/Treasurer

ARTICLE X

BY-LAWS

The Board of Directors may adopt, amend and repeal at will such By-Laws that are inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Florida Business Corporation Act.

ARTICLE XI

OFFICERS AND DIRECTORS INTEREST IN TRANSACTIONS

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the

purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm association or partnership.

ARTICLE XII

INVALIDATION

Any Article, sub-paragraph or any part thereof of these Articles of Incorporation or amendments thereto that may be at any time declared and adjudged by any court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of these Articles, amendments thereto, sub-paragraph thereof or part thereof, not so declared and adjudged to be invalid.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be prescribed and desired in accordance with the provisions of the Florida Business Corporation Act and laws amendatory thereto, by a majority vote of the Board of Directors and the vote or written assent of a majority of its voting capital stock entitled to vote, at any meeting of shareholders or directors called for that purpose or at the annual meeting of the shareholders when the notice thereof includes amending these Articles of Incorporation as part of the business of said annual meeting.

ARTICLE XIV

NON-LIABILITY OF SUBSCRIBER AND SHAREHOLDER

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the corporation or its creditors and such holder of or subscriber to shares of the corporation or its creditors.

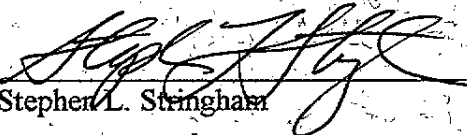
ARTICLE XV

INDEMNITY OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all of its directors or officers or former officers or former directors or any person who may have served at its request as a director or officer of another corporation in which it owns its own shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporations, except in relation to

matters as to which any such director or officer or former officer or director or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of subscribers or otherwise.

DATED this 20 day of July, 2000.



Stephen L. Stringham


Andrea L. Stringham

Incorporators' Signature

STATE OF FLORIDA)
 : ss
County of Escambia)

On this the 20th day of July, 2000, personally appeared before me Stephen L. Stringham and Andrea A. Stringham who did affirm that they are the incorporators of ACCLAIM QUALITY HEARING CORPORATION, and that they have read the forgoing Articles of Incorporation; that the Articles of Incorporation are true and correct to the best of their knowledge and belief, and that they hereby ratify and accept the same.


Notary Public residing in

Commission expires: April 28, 2001

