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TRANSMITTAL MEMORANDUM

March 15, 2001

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-03/19/01--01158--004
*****86.50 *****86.50

RE: Incorporation of SUNCOAST HEARING AID GROUP, INC.

WE ARE SENDING YOU THE FOLLOWING:

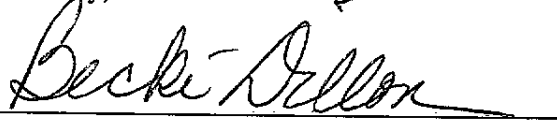
1. Original and one copy (for certifying) of the Articles of Incorporation of SUNCOAST HEARING AID GROUP, INC., including Designation of Registered Agent form..
2. Check in sum of \$86.50 which represents the filing fee of \$35, Registered Agent Designation fee of \$35; Certified copy fee of \$8.75 and Certificate of Status fee of \$8.75.

<input type="checkbox"/> For your information	<input type="checkbox"/> For necessary action
<input checked="" type="checkbox"/> For recording/filing	<input type="checkbox"/> For your files
<input type="checkbox"/> For payment	<input type="checkbox"/> Copy sent by fax
<input checked="" type="checkbox"/> See remarks below	

REMARKS: Please process the Articles and return the receipt, certified copy and Certificate of Status to us at your earliest convenience.

Thank you for your prompt attention to this matter.

Sincerely,



REBECCA B. DILLON, CLAS, CBA
CERTIFIED LEGAL ASSISTANT SPECIALIST
-Certified in Bankruptcy and Real Estate (NALA)
CERTIFIED BANKRUPTCY ASSISTANT (ABJA)

FILED
01 MAR 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
01 MAR 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNCOAST HEARING AID GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is SUNCOAST HEARING AID GROUP, INC.

ARTICLE II

NATURE OF BUSINESS

The nature of business of this corporation is to transact any and all lawful business normally conducted by a hearing aid business, including but not limited to the sales and services of hearing aids to the general public.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock at the par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of initial capital with which this corporation will begin business is One Hundred Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 361 North Shore Road, Longboat Key, FL 34228. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTOR

The name and address of the sole member of the first Board of Directors is:

NAME

ADDRESS

CHRISTY RANKIN

361 North Shore Road, Longboat Key, FL 34228.

ARTICLE VIII

SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation and the number of shares of stock he agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
CHRISTY RANKIN	361 North Shore Road, Longboat Key, FL 34228.	100

ARTICLE IX

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the Initial Registered Agent is CHRISTY RANKIN, 361 North Shore Road, Longboat Key, FL 34228.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided bylaw. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders of this corporation and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation are made.

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal to these Articles of Incorporation this 14 day of March, 2001.

Christy Rankin
CHRISTY RANKIN

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared CHRISTY RANKIN ___ who is personally known to me or X who produced DL # 8906-65-1828 (IN) as identification, to me known to be the person described in and who executed before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforementioned, this 14 day of March, 2001.

Rebecca B. Dillon

NOTARY PUBLIC

print name:

My Commission Expires



Rebecca B. Dillon
MY COMMISSION # CC790534 EXPIRES
November 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 MAR 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: SUNCOAST HEARING AID GROUP, INC.
2. The name and address of the registered agent and office is:

CHRISTY L. RANKIN
361 NORTH SHORE ROAD
LONGBOAT KEY, FL 34228



CHRISTY L. RANKIN
TITLE: President
DATE: 3-14-01

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



CHRISTY L. RANKIN

Date: 3-14-01