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Requester's Name

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**LC&C**  
**LEACH, COHN & COMPANY**  
CERTIFIED PUBLIC ACCOUNTANTS  
475 MONTGOMERY PLACE • SUITE 100A  
P.O. BOX 161058 • ALTAMONTE SPRINGS, FL 32716-1058

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

QB 7/31

**ARTICLES OF INCORPORATION**  
**FOR**  
**HEAR PRO MARKETING, INC.**

**FILED**  
**02 JUL 31 PM 2:56**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

**ARTICLE I**  
**Name and Address of Corporation**

The name of this corporation shall be Hear Pro Marketing, Inc., and the mailing address is 243 Lake Ridge Court, Winter Springs, FL 32708.

**ARTICLE II**  
**Objects and Purposes of Corporation**

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses

hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### **ARTICLE III**

#### **Term of Existence**

The corporation shall have perpetual existence.

### **ARTICLE IV**

#### **Designation of Registered Agent and Acceptance**

The name of the initial registered agent of this corporation is Michael Johnson, and the address of the initial registered office of this corporation shall be 243 Lake Ridge Court, Winter Springs, FL 32708.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

### **ARTICLE V**

#### **Capital Stock**

The capital stock of the corporation shall consist of 1,000 shares of common stock with a par value of \$1.00 per share.

### **ARTICLE VI**

#### **Board of Directors**

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial director of the corporation is Michael Johnson, whose address is 243 Lake Ridge Court, Winter Springs, FL 32708.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

### **ARTICLE VII**

#### **Initial Capital**

The amount of capital with which the corporation shall begin business is \$100.00 initial capital (\$100.00).

## **ARTICLE VIII**

### **Corporate Officers**

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

|                 |   |
|-----------------|---|
| President:      | Michael Johnson<br>243 Lake Ridge Court<br>Winter Springs, FL 32708 |
| Vice President: | Vacant  |
| Secretary:      | Mark Johnson<br>243 Lake Ridge Court<br>Winter Springs, FL 32708    |
| Treasurer:      | Mark Johnson<br>243 Lake Ridge Court<br>Winter Springs, FL 32708    |

## **ARTICLE IX**

### **Identity of Incorporator; Pre-emptive Rights**

The name and address of the incorporator is Michael Johnson, 243 Lake Ridge Court, Winter Springs, FL 32708.

Every shareholder of the corporation, 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 issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE X**

### **Annual Meeting of Shareholders**

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.
2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of an prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.
4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

#### **ARTICLE XI** **Commencement of Corporate Existence**

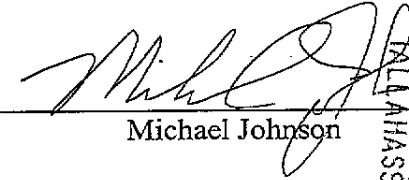
In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

#### **ARTICLE XII** **Limits of Liability**

The highest amount of liability, to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at ALTAMONTE SPRINGS, FL  
Florida, on July 29, 2002.

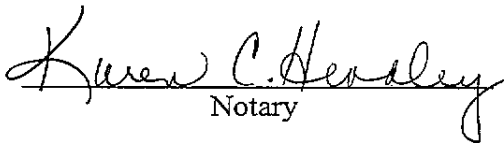
  
Michael Johnson

02 JUL 31 PM 2:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

**BEFORE ME**, the undersigned authority, personally appeared Michael Johnson, who is to me well known and known by me to be the person described in an who signed the foregoing Articles of Incorporation, or who produced a valid Florida Drivers License as proof of his or her identity, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

**WITNESS** my hand and official seal on July 29, 2002.

  
Notary

My Commission Expires:

**KAREN COUCH HEADLEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC988429  
EXPIRES 12/17/2004  
BONDED THRU 1-888-NOTARY**