

P14251

www.hearusa.com

AMEX: EAR

Writer's Telephone Number
800-323-3277 x164

HearUSA, Inc.
Corporate Headquarters
1250 Northpoint Parkway
West Palm Beach, FL 33407

September 12, 2002

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-09/17/02-01011--004
*****35.00 *****35.00

Re: Amendment to Foreign Corporation Registration

Dear Sir or Madam:

Please find enclosed a completed Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida for HearUSA, Inc. (formerly HEARx Ltd.) ("the "Company"). Also find enclosed certified copies of amendment to the Company's Restated Articles of Incorporation from the state of Delaware. Finally, please find enclosed check number 120509 in the amount of \$35.00 to cover the registration fee.

Please process this application and send your Department's acknowledgment and/or additional correspondence to me at the following address:

Bryan L. Burgett
Vice President & General Counsel
HearUSA, Inc.
1250 Northpoint Parkway
West Palm Beach, FL 33407

Please feel free to call me if you have any questions at 561-478-8770 x 164.

Cordially yours,

Bryan L. Burgett
Vice President & General Counsel

Enclosures

FILED
02 SEP 17 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FL 32304

AC
Ti Lewis 9/25/02

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P14251

Document Number of Corporation (If known)

FILED
20 SEP 17 AM 8:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

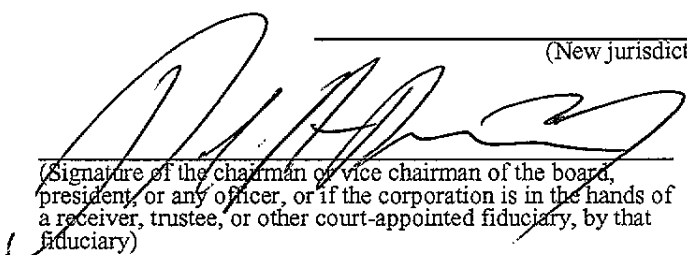
1. HEARx Ltd. Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. April 30, 1987
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 5, 2002
5. HearUSA, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Paul A. Brown, M.D.
(Typed or printed name)

September 12, 2002
(Date)

Chairman of the Board
(Title)

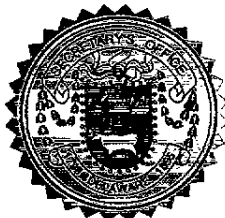
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEARX LTD.", CHANGING ITS NAME FROM "HEARX LTD." TO "HEARUSA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JULY, A.D. 2002, AT 9:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTH DAY OF JULY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2088204 8100

020559752

AUTHENTICATION: 1970655

DATE: 09-06-02

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
HEARX LTD.**

HEARx Ltd. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That the Restated Certificate of Incorporation of HEARx Ltd. is hereby amended by deleting Article 1 in its entirety and substituting in lieu thereof a new Article 1 as follows:

1. The name of the corporation is "HearUSA, Inc."

SECOND: That the Restated Certificate of Incorporation of HEARx Ltd. is hereby amended by deleting the first paragraph of Article 4 in its entirety and substituting in lieu thereof a new first paragraph of Article 4 as follows:

The total number of shares of stock which the Corporation shall have authority to issue is fifty five million (55,000,000), consisting of five million (5,000,000) shares of preferred stock, \$1.00 par value per share, and fifty million (50,000,000) shares of common stock, \$.10 par value per share.

THIRD: That said amendments were duly adopted in accordance with the provisions of § 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the effective date of this Certificate of Amendment shall be July 5, 2002.

IN WITNESS WHEREOF, said HEARx Ltd. has caused its duly authorized officer to execute this Certificate of Amendment of Restated Certificate of Incorporation this 3rd day of July, 2002.

HEARx Ltd.

By: /s/ Paul A. Brown
Name: Paul A. Brown, M.D.
Title: Chairman and Chief Executive Officer