

P95000054982

8030 Sharon Drive
Tampa, Florida 33617

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

800001537208
-07/13/95--01075--017
****122.50 ****122.50

Re: Auricle Consulting, Inc.
Articles of Incorporation

EFFECTIVE DATE

July 11, 1995

Gentlemen:

Enclosed are the Original and one copy of the proposed Articles of Incorporation for Auricle Consulting, Inc. Please approve and file the original and certify the copy for us. Also enclosed is a certificate designating the Registered Agent for the corporation.

Also enclosed is a check payable to you for charges as follows:

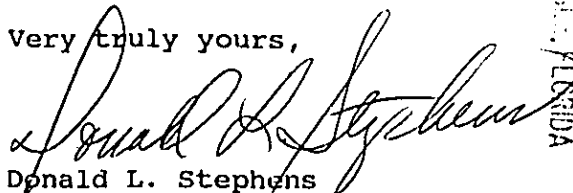
Filing Fees (aggregate)	\$ 70.00
Certified Copy	\$ 52.00

TOTAL	\$122.00
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Please let me know if anything further is required>

(813) 938-5403

Very truly yours,


Donald L. Stephens

SECRET
TALLAHASSEE, FLORIDA

95 JUL 11 PM 4:21

FILED

Enclosure

Donald L. Stephens GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. address
DATE 7-17-95
DOC. EXAM KMH

X1
7-17-95

ARTICLES OF INCORPORATION
OF
AURICLE CONSULTING, INC.

FILED
95 JUL 11 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Auricle Consulting, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Auricle Consulting, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III. PURPOSE

The general purpose or purpose for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the hearing aid business, and to engage in every phase of related business.

(b) to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address ~~of the initial registered office~~ of the corporation is 8030 Sharon Drive, Tampa, Florida 33617, and the name of the initial registered agent at that address is Donald L. Stephens.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are;

<u>Name</u>	<u>Address</u>
Donald L. Stephens	8030 Sharon Drive Tampa, Florida 33617

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Donald L. Stephens	8030 Sharon Drive Tampa, Florida 33617

the incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as the incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 15 day of July, 1995.

Donald L. Stephens
Donald L. Stephens

STATE OF FLORIDA

COUNTY OF ~~LEON~~ Williston

The foregoing instrument was acknowledged before me this 11 day of July, 1995, by Donald L. Stephens

Alice L. Laird
Notary Public, State of Florida at Large

My commission expires:



Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That Auricle Consulting, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8030 Sharon Drive, City of Tampa, County of Hillsborough, State of Florida, has named Donald L. Stephens, 8030 Sharon Drive, City of Tampa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Donald L. Stephens

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95 JUL 11 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA