

**P45000057336**

**JOSHUA D. BASH, ESQ.**

**SUITE 304 AVENTURA CORPORATE CENTER  
20801 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33180-1422**

**JOSHUA D. BASH  
JACK M. BASH  
(1917-1982)**

**DADE: 305-940-1200  
DADE: 305-682-0400  
BROWARD: 305-922-1400  
FAX: 305-682-1800**

**EFFECTIVE DATE  
7/15/95**

**July 19, 1995**

**800001544348  
-07/24/95--01091--012  
\*\*\*122.50 \*\*\*122.50**

**Secretary of State  
Division of Corporations  
P.O.B. 6327  
Tallahassee, FL. 32314**

**Re: AFFILIATED HEARING PROFESSIONALS OF FLORIDA, INC.**

**Dear Sir/Madam:**

**Enclosed please find my check in the sum of \$122.50 and  
an original and one copy of the Articles of Incorporation  
for the filing fee and a certified copy of the Articles  
of Incorporation for the above-named Corporation.**

**Please return a certified copy of the Articles of  
Incorporation to the undersigned.**

**Please call if you have any questions with regards  
hereto.**

**Thank you for your anticipated cooperation herein.**

**Very truly yours,**

**JOSHUA D. BASH, ESQ.**

**JDB/hs  
Enclosures**

**7/25/95**

**795A-35321**

**TE**

EFFECTIVE DATE  
7/15/95

## ARTICLES OF INCORPORATION OF

## AFFILIATED HEARING PROFESSIONALS OF FLORIDA, INC.

The undersigned, acting as incorporator of a corporation pursuant to Florida Statutes, hereby adopts the following Articles of Incorporation:

## ARTICLE I

The name of the corporation shall be AFFILIATED HEARING PROFESSIONALS OF FLORIDA, INC.

## ARTICLE II

The corporation shall exist perpetually and for an indefinite period, commencing on the 15th day of July, 1995.

## ARTICLE III

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

1. To act as agent, broker or attorney in fact for any persons or corporations dealing in real property or personal property and to borrow, mortgage or raise money or other capital necessary to conduct the business of the corporation.

2. To perform or cause to be performed all of the acts necessary to effect the corporate purpose, including the conduct of business outside the State of Florida, in the other states or possessions of the United States or in any foreign country.

## ARTICLE IV

This corporation is authorized to issue ONE HUNDRED (100) shares of FIVE (\$5.00) DOLLARS par value capital stock.

## ARTICLE V

The amount of capital with which this corporation will begin business will be FIVE HUNDRED (\$500.00) DOLLARS.

## ARTICLE VI

The principal office of this corporation shall be at 1995 Parkside Circle South, Boca Raton, FL. 33486.

## ARTICLE VII

The street address of the initial registered office of this corporation is 1995 Parkside Circle South, Boca Raton, FL. 33486 and the name of the initial registered agent at that address is RICHARD SKELLY.

## ARTICLE VIII

The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased by the bylaws but shall never be less than one. The name and address of the initial director of the corporation, who shall serve subject to these Articles, the by-laws and the corporation laws of the State of Florida and who shall hold office for the first year of corporate existence or until his successors are elected or have qualified is:

Mr. Richard Skelly  
1995 Parkside Circle South  
Boca Raton, FL. 33486

## ARTICLE IX

The name and address of the subscriber and officer signing these articles is:

Mr. Richard Skelly  
1995 Parkside Circle South  
Boca Raton, FL. 33486

## ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

## ARTICLE XI

Shares of capital stock in this corporation shall be issued initially to the following person and in the amounts set forth opposite his name:

RICHARD SKELLY; 100 shares

The proceeds of the stock subscribed for will be more than the amount necessary to begin business.

## ARTICLE XII

Shares held by the initial shareholder listed above shall not be sold or otherwise transferred, encumbered, mortgaged or hypothecated unless such shares are first offered for sale to the

remaining shareholders or the corporation. The price and terms of any such sale shall be determined by written agreement among all of the shareholders of the corporation.

#### ARTICLE XIII

The corporation shall have the following rights and powers:

1. To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation shall be open to the inspection of shareholders; and no shareholder shall have the right of any corporate account book or document, unless conferred by statute or authorized by written agreement, shareholders or board of directors resolution.

2. The corporation may, in its by-laws, confer powers upon its board of directors, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

3. The corporation shall have the right to amend, alter, change or repeal any provisions contained in the articles in the manner now or hereafter prescribed by law and all rights granted to shareholders herein are granted subject to this reservation.

#### ARTICLE XIV

The shareholders may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between shareholders owning at least FIFTY ONE (51%) PER CENT of the stock then outstanding, said agreement shall be binding upon the corporation, shall be recognized by the director and shall be observed by the officer of the corporation and the shareholder shall be permitted to include in the agreements made among themselves the following as valid matters of agreement:

1. The manner in which and the persons by whom the directors may be elected.

2. Any limitations upon the transferability and assignability of the stock.


3. The conferring of preemptive rights as a condition precedent to the sale of any stock.

4. The making of by-laws and rules for holding meetings and what constitutes a quorum therefor.

5. Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between shareholders shall continue to bind the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument, signed by the parties to the agreement, or their legally constituted successors consenting to the revocation and cancellation of the agreements among the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation on this, the 12 day of July, 1995.

  
RICHARD SKELLY

STATE OF FLORIDA

SS:

COUNTY OF ~~DADE~~

*Broward*

Before me, a Notary Public authorized to take acknowledgements in the State of Florida, personally appeared RICHARD SKELLY, under oath, to me well-known, or having produced the following identification \_\_\_\_\_ and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

In witness whereof, I have hereunto set my hand and seal in the above County and State on this, the 12 day of July, 1995.

  
NOTARY PUBLIC

*Patricia Valeo*  
PRINT

CC 1254/3  
SERIAL NO.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. AUG. 17, 1995  
BONDED THRU GENERAL INS. UND.

CERTIFICATE RE: REGISTERED AGENT

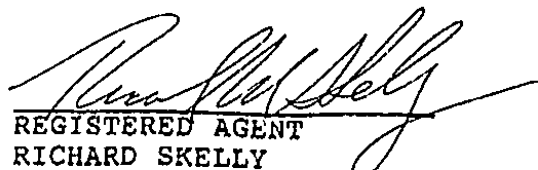
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, IT IS SUBMITTED THAT RICHARD SKELLY, DESIRING TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 1995 PARKSIDE CIRCLE SOUTH, IN THE CITY OF BOCA RATON, IN THE COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED RICHARD SKELLY, LOCATED AT 1995 PARKSIDE CIRCLE SOUTH, IN THE CITY OF BOCA RATON, COUNTY OF PALM BEACH, STATE OF FLORIDA,, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS ON ITS BEHALF WITHIN THE STATE OF FLORIDA.

BY: 

RICHARD SKELLY, PRES.

DATED: July 12, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
REGISTERED AGENT

RICHARD SKELLY

DATED: July 12, 1995

THIS INSTRUMENT PREPARED BY:

JOSHUA D. BASH, ESQ.  
Suite 304  
Aventura Corporate Center  
20801 Biscayne Boulevard  
Miami, Florida 33180-1422  
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JDB/hs