

09/01/95 11:41 AM 745-190 HOWARD C STROSS
 9/01/95 9:40 AM
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 TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
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 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: AUDIOMETRIC HEARING CENTER OF ST. PETERSBURG, INC.
 FAX AUDIT NUMBER: H95000009740
 DATE REQUESTED: 09/01/1995
 CERTIFIED COPIES: 0
 NUMBER OF PAGES: 3
 ESTIMATED CHARGE: \$70.00
 CURRENT STATUS: REQUESTED
 TIME REQUESTED: 09:40:11
 CERTIFICATE OF STATUS: 0
 METHOD OF DELIVERY: FAX
 ACCOUNT NUMBER: 070731001671
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HOWARD STROSS PA

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ARTICLES OF INCORPORATION
OF
AUDIOMETRIC HEARING CENTER OF ST. PETERSBURG, INC.

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ARTICLE I. NAME

The name of this corporation is Audiometric Hearing Center of St. Petersburg, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on September 1, 1995. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue seven hundred fifty thousand (750,000) shares of common capital stock with a par value of \$0.01 per share.

Prepared by:
Howard C. Stross, Esq.
34650 U. S. Hwy. 19, Ste. 307
Palm Harbor, FL 34684
Tel. 813 787-1088
Fla. Bar No. 0457914

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ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT
AND MAILING ADDRESS OF THE CORPORATION**

The address of this corporation's initial registered office and the corporation's mailing address shall be:

12947 Walsingham Road, Largo, FL 34644

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Edward J. Mew

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's Incorporator is:

Edward J. Mew

12947 Walsingham Road

Largo, Florida 34644

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation. . . .

The undersigned has executed these Articles of Incorporation on this 31st day of August, 1995.

Edward J. Mew
Edward J. Mew

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Audiometric Hearing Center of St. Petersburg, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Audiometric Hearing Center of St. Petersburg, Inc. I am familiar with and accept the obligations provided for within Florida Statute 607.325.

Edward J. Mew
Edward J. Mew
Registered Agent

Dated 31st AUG 1995