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Networks
TALLAHASSEE, FL 32301
LEGAL & FINANCIAL SERVICES

7600004438
JAN 12 2:12 PM
DIVISION OF CORPORATE
ACCOUNT NO. 07210000003

REFERENCE : 801164 9964A

AUTHORIZATION *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : January 12, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 801164

400001688864

CUSTOMER NO: 9964A

CUSTOMER: Dena Dolezal, Legal Asst
SHUMAKER LOOP & KENDRICK

Barnet Plaza, Suite 2800
101 East Kennedy Boulevard
Tampa, FL 33602

EFFECTIVE DATE
JAN - 9 1996

DOMESTIC FILING

NAME: ELSWORTH HEARING AID CENTER,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

T. BROWN JAN 16 1996

FILED
96 JAN 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JAN - 9 1996

ARTICLES OF INCORPORATION
OF
ELSWORTH HEARING AID CENTER, INC.

FILED
96 JAN 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is ELSWORTH HEARING AID CENTER, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the Corporation is 578-1st Avenue North, St. Petersburg, Florida 33701.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1991 as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of Common Stock, par value \$1.00, each (hereafter called "Common Stock").

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within THIRTY (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the

Corporation within THIRTY (30) days after receipt of the above-described notice.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FOREST ELSWORTH	578-1ST AVENUE NORTH ST. PETERSBURG, FL. 33701

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of each initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FOREST ELSWORTH	578-1ST AVENUE NORTH ST. PETERSBURG, FLORIDA 33701

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of is:

<u>NAME</u>	<u>ADDRESS</u>
FOREST ELSWORTH	578-1ST AVENUE NORTH ST. PETERSBURG, FL. 33701

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XI. AMENDMENT

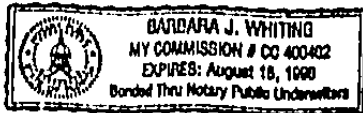
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of January, 1996.

Forest E Elsworth
FOREST ELSWORTH, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of January, 1996, by FOREST ELSWORTH.



Barbara J. Whiting
NOTARY PUBLIC
My Commission Expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance with Section 607.0505 of the Florida Statutes.

ELSWORTH HEARING AID CENTER, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named FOREST ELSWORTH, located at 578-1st Avenue North, St. Petersburg, Florida 33701, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

DATED: January, 1996.

Forest E Elsworth
FOREST ELSWORTH
Registered Agent

FILED
96 JAN 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA